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the AMAZING SPIDER-MAN

VENOM

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EPIC COLLECTION

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the AMAZING SPIDER-MAN

VENOM

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AMAZING SPIDER-MAN: VENOM

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"WHAT'S THE MATTER WITH MOMMY?"

AMAZING SPIDER-MAN #295, DECEMBER 1987
"MAD DOGS"

PETER PARKER, THE SPECTACULAR SPIDER-MAN #133, DECEMBER 1987
"I AM...SPIDER!"

AMAZING SPIDER-MAN #296, JANUARY 1988
"FORCE OF ARMS"

AMAZING SPIDER-MAN #297, FEBRUARY 1988
"I'LL TAKE MANHATTAN!"

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"DREAD"

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"STYX AND STONE"

AMAZING SPIDER-MAN #310, DECEMBER 1988
"SHRIKE FORCE!"

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75¢ US
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BEGINNING THIS ISSUE--
A SPECIAL 3-PART ADVENTURE!

SPIDER-MAN™

What's the Matter with Man?

PART 1

B. SIENKIEWICZ
1987

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

WHAT?!

NO. MONEY HAS NO *HEART.*

YES, BUT... I *KNOW* HE MEANS WELL. BUT WHY IS IT MONEY IS SO *RESPECTED*, NO MATTER HOW YOU *GET* IT?!

I DON'T WANT TO *TOUCH* IT ANYMORE, NOT *HIS* ANYWAY.

AND THE *CHILDREN*, THEY FEEL ITS *POWER* OVER HIM--THEY'VE STARTED TO *CRAVE* SOME OF THEIR *OWN!* I'VE GOT TO TAKE THEM AWAY!

BUT I ALREADY *GAVE* YOU THE KITCHEN! IT'S YOURS!

WHO'S AN EGGBEATER?

I'M *LEAVING!* YOU CAN HAVE THE *WHOLE HOUSE!* TAKE IT, *TAKE IT!*

SHHHH! DON'T LET THE CHILDREN HEAR THAT! I DIDN'T TOUCH THE KNIVES!

OH, BUZZ OFF, CAN'T YOU?

what's the matter with mommy?

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MOM! I'M ALL PACKED!
JACOB? DON'T COME IN HERE!
WHY NOT? OH, NO, MA... NOT AGAIN.
WERE THE SHADOW PEOPLE TALKING TO YOU?
DON'T WORRY, MA, I'M HERE. THEY DON'T EXIST NOW, MA.
BUT...
COME ON, DON'T LET 'EM GET TO YA.
GEEZ, YOU DIDN'T EVEN BRUSH YOUR HAIR YET.
WHY DIDN'T YOU MAKE YOUR BED?
BEDS ARE BATTLEGROUNDS, TUCKING IN THE BLANKETS NEATLY DOESN'T FOOL ANYONE.
WHAT? C'MON, MA, TALK NORMAL.
TELL US A FUNNY STORY. TANYA'S SULKING.
AM NOT!
I'LL TELL YOU HOW I MET YOUR FATHER...
I DON'T WANNA HEAR ABOUT HIM.

TANYA, DID YOU KNOW I GAVE JACOB A FROG ONCE?

HEY, NOT THAT STORY, MA!

AND WHEN WINTER CAME, HE THOUGHT THE FROG SHOULD HIBERNATE, SO HE PUT IT IN THE FREEZER!

=GROAN=

FROG-SICKLES? =SNGGRR!=

DID IT DIE?

MAYBE.

GOSH, EVERYTHING TANYA PACKED IS USELESS!

I'LL STUFF IT UNDER HERE, SHE WON'T MISS IT... MAYBE JUST LEAVE GODZILLA PACKED...

NOW LISTEN, TROOPS, ARE YOU SURE YOU WANT TO GO WITH ME?

YOU MAY NOT SEE YOUR FATHER FOR A LONG TIME.

WHO CARES.

MOM? IF I GO WITH YOU, WON'T DADDY BE MAD AT ME?

MAYBE... YES.

BUT IF I STAY HERE, WON'T YOU BE MAD AT ME?

I...

MMMMPH... I CAN'T...

OH, GOSH, IF WE GO, DO THE SHADOW PEOPLE HAVE TO COME, TOO?!

TANYA! SHUT UP!

LOOK, YOU MADE HER CRY!

I... I CAN'T TELL THE SHADOW PEOPLE WHAT TO DO, HONEY.

THEY... THEY TELL ME WHAT TO DO.

THEY SAID I HAD TO LEAVE YOUR FATHER... AND GIVE THEM THE HOUSE...

I DON'T... I'M CONFUSED NOW...

WE BETTER GO BEFORE *HE* GETS HOME...

WE'RE GOING TO BE HAPPY NOW, I PROMISE! YOU WON'T HAVE TO GO TO SCHOOL, I'LL TEACH YOU ABOUT NUMBERS AND...

...AND COWBOYS AND WILD HORSES AND GOLD RUSHES?

YES!

WE'LL *BE* COWBOYS! WE'RE GOIN' WEST!

IF WE'RE COWBOYS WE NEED GUNS! I THINK I NEED A GUN...

NO GUNS... POOR FRANK WON'T LIKE THE UNMADE BED, AND *DARN--!* I FORGOT TO SEW THAT BUTTON BACK ON HIS SHIRT...

MINE'S TOO HEAVY, I'M GONNA DROP IT--

OH, NO! IT'S *HIM!*

DADDY?

DADDY?

MOM, WHATTA WE DO?

MOM!

MOMMY!

WHAT'S GOING ON HERE?!

WHAT'S WITH THE SUITCASES...?!

LEAVING... YOU'RE LEAVING ME?!

VICKY? SUGAR, YOU CAN'T BE...

YOU'RE *TAKING OUR CHILDREN?*

DADDY! I WASN'T GOING, I WASN'T...!

THEN WHY IS YOUR *SUITCASE PACKED,* MISS?

DADDY...

FINE. LEAVE. DO IT. GOOD-BYE.

FRANK!

STAY RIGHT THERE, KIDS. I'LL BE RIGHT BACK OUT!

C'MON, TANYA.

BUT MOM SAID STAY! WE'RE GOING AWAY!

NO WE'RE NOT. SHE'S NOT COMING BACK OUT AND WE'RE NOT GOING NOWHERE.

WELL? WHAT ARE YOU DOING STANDING THERE? HIT THE ROAD.

I... DON'T WANT TO LEAVE YOU MAD.

THEN *DON'T* LEAVE.

I *HAVE* TO, I CAN'T TAKE YOUR... *BUSINESS* ANYMORE...

I'M *TRYING* TO GET OUT, AND BESIDES, IT FEEDS THE FAMILY, PAYS *YOUR* SHRINK BILLS... HOW BAD CAN IT BE?

IT'S *WHERE* THE MONEY COMES FROM... I CAN *SMELL* WHERE IT COMES FROM -- AND LATELY, THE SMELL'S ON *YOU*, TOO.

CUT THE PSYCHO ACT. MONEY IS MONEY.

NO! IT'S ALL DIFFERENT NOW! THAT ORGANIZATION YOU WORK FOR, THEY'RE *HORRI-BLE*, THEY'RE SUCKING YOU IN, AND THEY'RE SUCKING MY BABIES IN WITH YOU.

DID YOU HEAR WHO WON THE METGAME TODAY?

DON'T YOU HEAR ME? *I HATE WHAT YOU ARE!* IT'S *CRIMINAL* TO ME! YESTERDAY I ALMOST CALLED...

YOU *WHAT?!* YOU LITTLE TRAITOR!

YOU'D TURN-IN YOUR OWN HUSBAND?!

YOU TRAMP, I'LL *KILL* YOU!

GET BACK HERE!

NO!

HIS EYES! SO COLD, LIKE A SNAKE! IF HE HAD TO CHOOSE BETWEEN *ME* AND HIS *JOB*...

OH, GOD, WHAT DO I DO NOW?

OPERATOR! GET ME THE POLICE, FAST!

WHERE ARE THE BULLETS?

OPEN THIS DOOR, YOU TRAITOR!

YOU CRAZY WORTHLESS CHEAT!

OH, GOD HELP ME-- FRANK, DON'T HURT ME!

POLICE?! SERGEANT ROLANDS, PLEASE! *HURRY!*

YOU DO THIS AND I'LL KILL YOU!

SERGEANT ROLANDS? IS THAT YOU, HENRY?

CLICK CLICK

THIS IS VICKY GIBBS, FRANK'S WIFE...?

OH, NO, I CAN'T DO IT, I CAN'T TURN HIM IN, I COULD NEVER BETRAY HIM!

OKAY, YOU CRAZY WITCH--

--NOW YOU'VE HAD IT! DROP THE GUN AND GET WHAT'S BEEN COMIN' TO YOU...

DADDY, NO!

DON'T... HURT...

GET BACK, TANYA!

TANYA! TANYA, COME HERE! NOW!

NO TANYA GET BACK!

YOU LISTEN TO YOUR FATHER, GIRL!

WAIT-- ROLANDS! WHERE'S THE PHONE?

GO TO YOUR ROOM AND DON'T LISTEN! GO!

HENRY? YES, THIS IS FRANK.

NO, THAT WAS NOTHING, JUST A LITTLE JEALOUSY SPAT. YOU KNOW THE THING. UNDER CONTROL NOW. YES, G'NIGHT.

ROLANDS... HE'S PART OF IT, TOO, ISN'T HE? HE'S NOT A FRIEND, HE'S ON THE TAKE, ISN'T HE? HAH. I'M SO STUPID...

I FEEL SICK...

DO YOU KNOW WHAT YOU'VE DONE?

YOU'VE SIGNED MY DEATH WARRANT.

WHAT...?

JUST WAIT, ANY SECOND NOW...

BRRING!

AH! THERE IT IS. REPTILES ALWAYS MOVE FAST.

YES, FRANK, I UNDERSTAND.

BUT WE CAN'T TAKE *RISKS* LIKE THIS, YOU KNOW *WOMEN*, THEY GET *QUEER* SOMETIMES. ROLANDS THINKS YOUR WIFE LIKES TELLING *STORIES* TOO MUCH.

PERHAPS THE WIFE IS A BIT *TOO* QUEER, FRANK? PERHAPS HER MIND IS CRACKING APART A BIT? PERHAPS THIS QUEER WOMAN NEEDS A LONG *REST* SOMEWHERE?

I SEE.

PUT VICKY AWAY? GOD, I LOVE HER, FIFTEEN YEARS OF LOVE... BUT SOMETHING TOOK HER AWAY FROM ME ALREADY. SHE'S MY *WIFE*, HOW CAN I... SHE'D DO IT TO ME... THEY'LL *KILL* ME IF I DON'T...

OKAY. WHEN?

SO SOON?

ELSEWHERE.

STICK 'IM, WILL YOU?!

I DID!

WHAT HAPPENED?

SKYLAR FORGOT HIS MORNING DOSE.

RIP IT CRUSH IT KILL IT!!

CAN'T... HOLD... HIM!

LIKE TRYING TO BEND... STEEL!

OKAY, THAT'S THE LAST TIME HE DROPS THE BALL.

SKYLAR IS OUT OF A JOB! HE'LL NEVER WORK IN A HOSPITAL AGAIN. IN FACT, I'D LIKE TO GO TELL HIM *NOW*, JUST TO SEE HIS FACE BLANCH AND QUAKE... WATCH HIM *SWEAT*...

UH... SIR-- DOC CALLED, NEW WACKO COMING IN--

--FOR THE *MAD DOG WARD*.

HELLO, HUNT! I SEE YOU'VE GOT A RABID DOG.

UNDER CONTROL. WHO'S THE NEW PATIENT, DOC?

THE KINGPIN'S ARRANGER IS SENDING ANOTHER ONE. SHE MUST BE KEPT DOSED BELOW THE SPEECH LEVEL.

A *WOMAN*?! YOUR KINGPIN IS *NUTS*.

YES, BUT THAT'S IRRELEVANT. THE KINGPIN MUST HAVE HIS REASONS FOR NOT JUST KILLING HER. WANTS HER ONE SHADE FROM DEAD.

WELL, IT'S HIS WARD.

FINE WITH ME. HIS MONEY KEEPS THE RIGHT AGENCIES AWAY, LEAVING ME FREE TO EXPERIMENT. I CAN BORROW HIS PEOPLE TO WORK WITH, FREE FROM ALL ARCHAIC, REGRESSIVE "HUMANITARIAN" RESTRAINTS.

CHARMING.

IS THAT MAD DOG *2020* ON THE TABLE? THEY'RE HARD TO RECOGNIZE WITH THEIR SKULLS CLOSED.

THE ONE AND ONLY.

WELL, DECREASE HIS DOSAGE GRADUALLY OVER THE NEXT EIGHT HOURS. THE KINGPIN WANTS HIM LET OUT TONIGHT FOR A JOB.

GRAB IT *STRIP IT KILL IT!*

HEAR THAT *2020*?

TONIGHT YOU'RE *OFF THE LEASH!*

EVERY NEWSPAPER HAS A ROOM LIKE IT-- THE CHAOTIC CENTRAL VORTEX THROUGH WHICH ALL THINGS MUST PASS. THIS IS THE **DAILY BUGLE**'S...

HEY, **WATCH** IT!

UH.

DARLENE! **DON'T STOP TYPING**, WE NEED THAT COPY **YESTERDAY!**

BUT I WANNA SEE! JEFF-- WHAT'S OUTSIDE...?

I DUNNO. A SNIPER? A SUICIDE? A GUY IN A CAPE? ONE OF THE ABOVE.

OH, I SEE! ITS LINE IS CAUGHT!

THAT'S THE FRAID ROACH-BUSTER'S BALLOON, I'VE SEEN IT ON THEIR TRUCKS!

WHERE'S A PHOTOG-RAPHER WHEN YOU NEED ONE?

THIS AIN'T NEWS.

IT'D MAKE GOOD FILLER IF THE LAYOUT HAS GAPS.

IT'S TOO STUPID.

IT'S **CUTE.**

BUGGA BUGGA! I'M SCARED!

THE ROACH THAT RAMPAGED NEW YORK!

OKAY-- I'M TAKIN' BETS! WHO'LL GET IT DOWN FIRST-- THE AVEN-GERS, SPIDER-MAN, OR THE FIRE DEPARTMENT?

I GOT A SLING-SHOT, I'LL SAVE THE DAY AND POP IT!

NO! YOU CAN'T **KILL** IT! **REAL** HEROES **SAVE** THINGS, THEY DON'T MAKE THINGS **WORSE.**

...THE SIDES WERE SET... SET? NO... *TAKEN*...

QUIT THINKIN' AN' WRITIN' *OUT LOUD*, HARRY, WE *ALL* GOTTA THINK...

HEY, WATCH IT.

UH.

SO, TOUGH, DO IT OVER! AND I NEED IT YESTER-DAY!

DID I MAIL OFF THE PHONE BILL? BETTER DO MY LAUNDRY TONIGHT, I PUT MY LAST CLEAN SOCKS ON *YESTERDAY!*

IT'S COMING THIS WAY!

NOBODY'S SAVING IT. NOBODY CARES.

BLAST! WISH I HADN'T PROMISED AUNT MAY I'D MAKE IT TO DINNER. I'M STILL RECOVERING FROM MY BATTLE WITH VERMIN-- AND BEING BURIED ALIVE!* GOT TO REMEMBER TO CALL MARY JANE IN PARIS! I STILL CAN'T BELIEVE WE'RE *MARRIED*-- ESPECIALLY WHEN SHE'S HALF A WORLD AWAY ON A MODELING ASSIGNMENT!

THESE SHOTS *STINK*.

I'M SORRY YOU'RE SICK, ED, BUT WE GOT A PAPER TO PUT OUT...

WHAT DO YOU MEAN, MY LINE'S TOO POLITICAL? IT'S HOW I ALWAYS DRAW!

*SEE SPECTACULAR SPIDER-MAN #132 FOR MORE DETAILS. -- J.S.

WONDER IF I'M MAD AT HER?

PARKER! I'M *SICK* OF YOUR PIC-TURES LOOKIN' LIKE YOU WERE *HANGIN' UPSIDE DOWN* WHEN YOU TOOK 'EM!

THIS NEW BATCH BETTER LOOK GOOD! *HEY!* YOU LISTENING?

J. JONAH JAMESON IS NOT A MAN TO BE IGNORED!

I SHOULDN'T EVEN BE CALLING PARIS, TILL I PAY THE PHONE BILL OFF.

YOU BETTER *PRAY* THOSE SHOTS COME OUT!

WATCH IT, PARKER!

GOTTA GET SOME NEWS-WORTHY PHOTOS. MAYBE A TERRORIST WILL HIJACK THE BUS ON MY WAY TO AUNT MAY'S.

IF I'M LUCKY.

LONG AS I GOTTA DESIGN THESE BORING EDITORIALS, I READ THE STUPID THINGS.

BUT YOU KNOW, I ACTUALLY AGREE WITH THIS ONE.

I JUST LOOK AT THE PICTURES I GOTTA PASTE-UP. WHAT'S THE POINT OF THIS ONE?

WELL, SUPER HEROES DON'T HAVE THE *RESTRAINTS* COPS DO, WHERE THEY MUST *SEE* A *CRIME* COMMITTED BEFORE ACTING.

KNEE-JERK HEROES-- WHEN WILL THEY STOP MAKING THINGS WORSE?

THE COSTUME HEROES STEP IN AND INTERFERE WHEN IT JUST *LOOKS* LIKE TROUBLE.

BUT THEY'RE OFTEN *WRONG* AND *CREATE MORE* TROUBLE.

HEY, PARKER! THESE PICTURES ARE GREAT!

WHICH ONES?

THE ONES OF SPIDER-MAN WRECKING THAT BUILDING TO DEFEAT ELECTRO. THEY REALLY PROVE THE POINT OF THIS EDITORIAL, PETER. YOU DID GOOD.

GREAT.

IT'S EASY TO TAKE GOOD PICS OF SPIDER-MAN WHEN YOU HAPPEN TO *BE* SPIDER-MAN.

I GOTTA DO IT TO PAY THE RENT, BUT A SHRINK WOULD TELL ME I'VE GOT A SELF-DESTRUCTION COMPLEX!

THE MONEY HELPS PETER PARKER PAY HIS BILLS, BUT IS IT WORTH IT IF SPIDER-MAN TAKES ALL THE GRIEF? I SURE KNOW HOW TO MESS UP MY OWN LIFE.

WONDER IF THAT EDITORIAL HAS A *POINT*?

THAT CLOCK!

I'M LATE! AUNT MAY WILL BE HEART-BROKEN!

BUT I GOTTA GO OUT AND TAKE PICTURES!

GIVE IT UP, PARKER! YOU CAN'T WORK IF YOU'RE WORRIED ABOUT AUNT MAY!

HEY, WATCH IT!

PARKER, DON'T COME BACK WITH-OUT SOME GOOD SHOTS! *PARKER!*

SORRY, JAMESON! I CAN'T HEAR YOU!

LATER, IN QUEENS...

GOODBYE, PETER. THANKS SO MUCH FOR COMING.

SORRY I MISSED DINNER, AUNT MAY.

THAT'S OKAY, YOU MADE IT FOR DESSERT. I JUST WISH YOU WEREN'T SO DISTRACTED! SEE YOU AND MARY JANE NEXT WEEK?

'COURSE, YOU'RE MY FAVORITE GIRL!

OH, YOU...

NOW WHAT?

NOW I GET CHANGED, GO OUT AS SPIDER-MAN, STIR UP SOME TROUBLE, SAVE A FEW LIVES, TAKE PICTURES OF IT, GET PAID FOR THE SHOTS...

MAYBE I'LL JUST GO TO BED EARLY...

EEEEEEEEEEEEEEE

EEEEEEEEEEEEEEE

MY SPIDER-SENSE IS TINGLING! 'CAUSE OF THAT SPEEDING AMBULANCE? NO, BEHIND ME--

WHOA, KIDS!

HEY!

WOOFH!

WHAT'S THE RUSH?

THEY TOOK MOMMY AWAY! WE GOTTA FOLLOW THE AMBULANCE!

SHUT UP, TANYA! WE'RE GOING HOME!

WHAT'S THE MATTER WITH MY MOMMY?

HUH? I... I DON'T KNOW...

TANYA, SHUT UP!

WHERE ARE THEY TAKING HER?

THEY SAID SHE ACTS FUNNY, SO THEY TOOK HER TO PLEASANT VALLEY.

MAYBE SHE NEEDED A REST. WE ALL NEED A REST.

REST?! THEY'RE TRYING TO GET RID OF HER! SO SHE'LL KEEP HER MOUTH SHUT!

MOMMY...

I'M SURE ONCE SHE'S HAD A REST SHE'LL COME HOME AGAIN.

WHEN?!

I DUNNO. WHY DON'T YOU VISIT HER AND ASK HER?

YEAH.

YEAH! I COULD VISIT HER!

LET'S GO, TANYA! THANKS, MISTER!

WE GOTTA MAKE PLANS.

WE GOT A PHONE BOOK AT HOME?

I THINK SO...

>YAWN<

HMMM... HOPE THEY DON'T TRY TO VISIT HER NOW...

NAH. IT'S LATE. IT'S DARK. THEY'LL GO HOME. I GOTTA GO HOME.

FIND THAT PHONE BILL.

I HOPE... I HOPE THEY ASK THEIR FATHER BEFORE THEY DO ANYTHING...

YEAH, 'COURSE THEY WILL.

THEY'RE JUST KIDS. THEY'LL GO HOME AND WATCH CARTOONS AND TORTURE EACH OTHER AND FALL ASLEEP. JUST KIDS.

WONDER WHAT TIME IT IS?

I'VE BEEN TWISTING AND ROLLING FOR HOURS.

I CLOSE MY EYES, AND I SEE JAMESON'S UGLY MUG SCREAMING AT ME. OR I SEE AUNT MAY'S DISAPPOINTED EYES. *DARN*, CAN SHE EVER BREAK MY HEART.

AND THEN I SEE THAT LITTLE GIRL'S FACE, SAYING: "WHAT'S THE MATTER WITH MY MOMMY?"

HOPE I DIDN'T PLANT A SEED IN THEIR LITTLE HEADS ABOUT *VISITING* THEIR MOTHER. GEEZ, ALL I EVER DO IS WORRY. BUT...

WHAT *IS* THE MATTER WITH MOMMY, ANYWAY?

NONE OF YOUR BUSINESS PARKER! GET THAT THROUGH YOUR THICK NOSEY SKULL.

THOSE KIDS ARE HOME, TUCKED IN BED. IF YOU BUTT IN, YOU'LL ONLY MAKE THINGS WORSE.

I DON'T *DO* DOMESTIC SQUABBLES.

I'M NEEDED FOR *BIGGER* THINGS, *SUPER-VILLAINS* AND ALL THAT.

OH, STRETCHING MY BACK FEELS GOOD. I'M *BOUNCING OFF THE WALLS* IN THIS STUFFY LITTLE APARTMENT.

GEE. ONLY SPIDER-MAN CAN SAY THAT AND HAVE IT NOT BE A LIE.

THINK I *WILL* FIND A WALL TO BOUNCE OFF OF.

PHEW! THIS SUIT STINKS WORSE THAN MY SOCKS. I *HATE* DOING LAUNDRY.

HEY-- I MISSED DINNER! BETTER EAT A BUNCH OF COOKIES.

HOPE ALL THIS CHOCOLATE DOESN'T MAKE ME SICK. GUESS I SHOULDN'T GO WALL-BOUNCING ON A FULL STOMACH. TOO LATE NOW.

Call JIM

WHAT *IS* THE MATTER WITH MOMMY?

NICE NIGHT! *NOW* I'M FREE. NO BILLS, NO GUILT, NO WORRY, NO CARES.

PLEASANT VALLEY. ISN'T THAT IN QUEENS?

AND AT PLEASANT VALLEY...

WHAT DO WE DO NOW?

WE GOTTA GET IN, AND SAVE MOMMY.

I'M SCARED.

DON'T WORRY, WE'RE KIDS, NOBODY HURTS KIDS.

BUT DADDY WILL, WHEN HE SEES WE'RE NOT IN BED...

THEN HE'LL CALL THE COPS ON US...

DADDY ALREADY SEES.

ULP!

YEEP!

DADDY! DON'T BE MAD.

I'M NOT. BUT WE BETTER GO HOME. HOW DID YOU GET UP HERE?

THE DRAIN PIPE!

SAME HERE! YOU COULD HAVE FALLEN!

JACOB, DON'T POINT THAT AT ME...

JACOB!

KEEP YOUR HANDS AWAY FROM ME!

JACOB, THIS IS A HIGH-SECURITY PLACE! WE'VE GOT TO GO BEFORE THEY FIND US UP HERE.

STAND BACK, TANYA.

WHAT ARE YOU DOING HERE?

I FOLLOWED YOU, I...

...JACOB, PUT THAT GUN DOWN. AS YOUR FATHER, I ORDER YOU...

YOU'RE NOT MY FATHER ANY MORE.

WHY DID YOU LOCK MOMMY UP?

NO, TANYA! GET BACK!

WHY DO YOU AND MOMMY *YELL* ALL NIGHT LONG? WHY CAN'T YOU JUST *GO TO SLEEP*.. *WHY CAN'T YOU LET US GO TO SLEEP!*

JACOB, I'M SORRY...

AND YOU GET OUR *MONEY* IN FUNNY WAYS...

WHY DON'T YOU KNOW HOW TO TREAT MOMMY RIGHT? *YOU* MADE HER CRAZY...

I HATE YOU!

WE HAD A *FAMILY*, WE WERE A FAMILY...

YOU DON'T EVEN SPEAK... LIKE A *CHILD* ANYMORE...

JACOB, I NEEDED TO *SUPPORT* YOU ALL! YOU WANT TO BE AN *ADULT* ALREADY? THEN TRY TO UNDERSTAND HOW *ECONOMICS* CAN *CRUSH* A MAN...

A LOT OF THINGS CAN CRUSH A MAN...

GOOD LORD, I'VE STOLEN YOUR OWN CHILDHOOD FROM YOU... FORCED YOU TO GROW UP TOO SOON, TOO FAST...

PLEASE, JACOB, LET'S GO HOME. I PROMISE I'LL GET YOUR MOTHER OUT OF HERE, GET HER HOME...

MOMMY! WHERE'S MY MOMMY?!

TOO LATE, DAD!

YOU WON'T GO NEAR MOTHER *EVER AGAIN!* YOU'LL NEVER *TOUCH* HER AGAIN!

MOMMY!

MOMMY MOMMY MOMMY MOMMY MOMMY MOMMY MOMMY MOMMY

BANG! BANG! BANG! BANG!

AAAAEEEEEEEEEEE

CLACK

CLACK

HOW MANY?

THREE OF THEM--

TWO *KIDS!* *HOLD YOUR FIRE!*

WHO ARE YOU?

I'M VICKY GIBBS'S HUSBAND! MY CHILDREN... THEY WANTED TO SEE HER!

PLEASE, WE'LL GO HOME RIGHT AWAY...

NOT SO FAST. LET ME CALL IN.

YEAH. GIBBS. HUH?

OH, MAD DOG WARD?

GOTTCHA. OUT.

WE GOTTA BRING YOU ALL IN.

DADDY!

LET HER GO!

CLICK

CLICK

CLICK

CLICK

DON'T BREATHE, MISTER!

TEN TO ONE! MY KIND OF ODDS!

KLONK!

OOF!

OOOP! LOOKS LIKE IT'S SEVEN TO ONE!

SIX TO ONE!

CRUNCH

UGH!

BONK!

KIK

FIVE, FOUR, THREE TO ONE!

HEY, NO FAIR! I DIDN'T KNOW WE WERE PLAYING WITH *GUNS!*

POW!

PEOW!

PING!

POW!

THAT'S IT! AH, NOW I'LL BE ABLE TO GET SOME SLEEP!

WOW! THANKS, SPIDER-MAN!

NO PROBLEM!

NOW WILL YOU HELP US GET MOM OUT?

UH...WHERE'S YOUR FATHER?

HE'S *NOT* MY FATHER. ANYWAY, HE *RAN AWAY!*

HEY, CHUMP!

YOU MISSED ONE!

NOW YOU GONNA COME QUIETLY, OR DOES THE LITTLE BRAT GO *SPLAT?!*

UNG UNG UNG UNG UNG

IF I GO FOR HER, I'LL BE DIVING RIGHT INTO THE PATH OF HIS BULLETS!

NO MATTER WHAT I DO, ONE OF US DIES!

I'VE ONLY MADE THINGS WORSE HERE-- THERE'S NO WAY TO WIN!

SO THEN I *LOSE*-- BUT THAT LITTLE GIRL WILL *LIVE.*

CAN'T MAKE UP YOUR MIND, BUB? I WAS BANKING ON YOU BEING ENOUGH OF A CHUMP HERO TO TRADE YOUR LIFE IN FOR SNOTNOSE'S HERE.

I STILL THINK I'M RIGHT. I BET YOU ARE JUST THE CHUMP.

THWIPP

SPROING

PKOW

PKOW

AACKK!

WAM!

OH, AGH...OH
OH... MMM..MM...
MA... MA...

TANYA

...RUN... POLICE... *RUN*...

...MA...
...MA...

KNEEJERK
...ERGES

NEXT: CAPTAIN ZERO, BRAINSTORM AND OTHER MAD DOGS.!!

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CONTINUING A 3-PART ADVENTURE!

the AMAZING SPIDER-MAN®

PART 2

Life in the MAD DOG WARD

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

HEY, QUIT DRAGGIN' YOUR FEET, MARY!

YOU GUYS BETTER *SLOW DOWN!* WHAT DO YOU THINK THIS IS, A TOBOGGAN RUN?

WE'VE A *PATIENT* WITH A *GUT* WOUND HERE!

MY DEAR NEOPHYTE, IF HE WERE *AWAKE* HE'D *ENJOY* THE RIDE!

BUT HE AIN'T, 'CAUSE HE'S *BRAIN-DEAD*, THROUGH THE ARTERIES, AND OUT THE WAZOO!

YOU'RE NEW HERE, BUT YOU'LL GET USED TO IT--

--YOU CAN DO *ANYTHING* TO PATIENTS IN A *WACKO* WARD, 'CAUSE THEY DON'T FEEL A THING!

CONTINUING THE 3-PART SAGA BEGUN IN *WEB OF SPIDER-MAN #33* -- STILL ON SALE!

MAD DOGS

ANN NOCENTI WRITER • CYNDY MARTIN PENCILER • KYLE BAKER INKER • RICK PARKER LETTERS • JANET JACKSON COLORING • JIM SALICRUP EDITOR • TOM DEFALCO EDITOR IN CHIEF

BOY, SHE'S FRESH, EH, JACK? SHOULD I GIVE HER THE F.VE DOLLAR TOUR?

SURE. WHY NOT?

DOWN THAT WING IS THE ***BRAINSTORM*** ROOM, WHERE FAT MARGE BRINGS THE BAD EGGS IN FOR A THOUSAND-VOLT CRUCIFIXION ..

... THEY COME OUT FRIED AND PEACEFUL-- "SUNNY-SIDE-UP," AS WE SAY...

...LAUNDRY BIN'S IN THERE SOMEWHERE, TOO-- LEMME GET RID OF THIS GUY'S 'CLOTHES'...

NO ENTRY

...THIS WAY'S THE ***VEGETABLE PATCH***, WHERE ALL THE TURNIPS WATCH GAME SHOWS...

WHAT COLOR THIS WEEK, LESLIE?

GREEN.

LESLIE DOES EVERYONE'S TOENAILS. SHE'LL DO YOURS, IF YOU WANT.

WHO'S THE NEW ONE, JACK?

FORGET IT, BUTCH. THIS ONE STAYS DOSED, IN THE MAD DOG WARD.

THESE ARE THE MIXER HOURS, BOYS AND GIRLS TOGETHER. THEN THEY GO BACK TO SEPARATE WARDS.

AFTERNOON, GENERAL.

OKAY, THIS WAY'S THE *HIGH SECURITY* WING, FOR THE DANGEROUS TYPES.

WE GOT KILLERS, DEVILS, NAZIS... AND... UH...

...*SOUPER* HEROES.

SUPER HEROES?

YEAH. GUYS THAT THINK THEY CAN *FLY* OR SOMETHIN'. THEY WEAR CAPES AND JUMP OFF BUILDINGS AND GO *SPLAT*. OR THEY END UP HERE.

THEY CALL IT THE 'ÜBERMENSCH' SYNDROME, AFTER NIETZSCHE'S SUPERMAN.

YA GOTTA HEAR THE SHRINKS TALK ABOUT IT, THEY SAY IT'S A NEW *ARCHETYPE* THAT DEVELOPED AFTER TELEVISION DESTROYED THE MYTHICAL POSSIBILITIES OF HEROES...

...OR MAYBE I GOT THE THEORY *BACKWARDS*...?

ANYWAY, BEDTIME FOR BONZO, HERE.

HEY, LOOK! HIS EYELIDS ARE FLUTTERING-- HE'S COMING TO!

CAN'T BE! HE'S DOPED-UP TO THE *MAX*!

POK!

HEY! SHOOT! CALL THE--

GUARDS!

HE'S STRONG!

THIS *TRANQ* WILL FIX 'IM!

HEY... AREN'T YOU BEIN' TOO ROUGH...?

YOU OKAY?

HELP ME! THIS IS ALL UH, UH... *MISTAKE!*

I'M HERE TO SAVE SOMEONE?...I'M... SPIDER-MAN...UH... UH...WHY...DON'T TURN OUT THE LIGHTS...

SNORT! CHORTLE! YUK-YUK!

OH, SOB! I CAN'T BEAR IT. ANOTHER ONE...

SEE MARY? HE'S GOT THE SYNDROME...BOY, THESE GUYS...!!

WHAT'S HIS NAME?

HE'S A JOHN DOE, GOT NO NAME. BUT THEN, NO ONE HAS A NAME IN THE *MAD DOG WARD*, MARY.

WHAT HE'S *GOT* IS A *NUMBER*. HE'S *MD* 336.

SEVERAL DAYS LATER...

TING-TING-TING! YOU'VE **DONE** IT, MARGE! YOU'VE WON THE HAWAIIAN VACATION FOR TWO!

VACATION. HA. WHAT'S THAT?

UGH. GOTTA **FOCUS**. MY NAME IS PETER PARKER. I AM ALSO SPIDER-MAN. I AM HERE TO SAVE... TO SAVE...

SOMEONE'S... **WIFE** NAMED... MY WIFE?... MARY JANE...? NO... VICKY. SAVE HER FROM WHAT?

YOU SEE? IF YOU WERE JESUS CHRIST YOU WOULD BE PERFORMING **MIRACLES!**

CAN YOU WALK ON WATER? HUH? CAN YOU, HUH?

BING! TING! I DON'T BELIEVE IT, MARGE! YOU'VE WON THE STEREO!

YOU MUST SEE THIS FOR THE **DELUSIONARY SYSTEM** IT IS!

HAVE YOU EVER TURNED **ONE** LOAF OF BREAD INTO **HUNDREDS?**

SO HOT IN HERE. DO I HAVE THE 'FLU?

I'D LIKE TO LEAVE, BUT... SOMETHING TO DO WITH THESE **STRAPS**... BUT COULDN'T I JUST **BREAK** THEM? I'M STRONG, I'M SPIDER... I'M SPIDER...

...WISH I COULD GO ON A GAME SHOW AND WIN A ...

YEAH, WELL, I DON'T **FEEL** LIKE PERFORMING A MIRACLE, NOT FOR **YOU!** ANYWAY, EVEN **JC** HAD **OFF** DAYS!

ONE PEA... TWO PEA... THREE PEA... FOUR...

HOW MANY DAYS HAVE I BEEN HERE, AND WHAT FOR? DID THAT RHYME? I HAD *VISION* ONCE... LONG AGO... I HAD.. *AMBITION*...

WELL, FORGET IT, THEN. SEE IF I CARE! *LIVE* IN YOUR *DELUSIONS*. I WON'T CRACK THEM!

:BING-BING!: A WASHING MACHINE! A DRYER! TING!

WHAT A CRABBY DOCTOR. HE'S AS TOUCHY AS HIS PATIENTS...

HELLO, 336. *ZERO* HERE.

SURE YOU DON'T MEAN *ZORRO*?

HEY, HOW COME THAT SHRINK IS IN THE CORNER, DOIN' A HEAVY POUT?

SHRINK? HE'S A *PATIENT*. HE WAS FINE TILL PONY-TAIL SHOWED UP, CLAIMING TO BE JESUS CHRIST.

SEE, THEY *BOTH* THINK THEY'RE *JC*, SO THEY CONFUSE EACH OTHER AND FIGHT AND POUT A LOT.

DON'T WORRY, THEY'LL MAKE FRIENDS AGAIN--THEY FIND EACH OTHER FASCINATING.

HOW COME YOU CARRY HER AROUND?

DUNNO. GUESS I'M SICK OF BEING AN INACTIVE HERO. I TRY TO DO LITTLE THINGS TO HELP. BUT WHAT MORE CAN I DO?

UM, YOU COULD... HARD TO THINK SOMETIMES... 'CAUSE...

WHY? YEAH, LACK OF... SOMETHING...

TOO MANY *DRUGS*...

THEY HAVE TO KEEP US *CALM*, I GUESS, BUT IT GETS RIDICULOUS...

BUT IT'S MORE THAN THAT! I REMEMBER... *FREEDOM!*

I MEAN... THE *FOOD'S* BAD, AND... THEY *NEVER* LET US OUT IN THE *SUN*...

AND... THERE'S NOTHIN' TO *DO!*

WHERE'RE WE GOING?

TO LISTEN...

WE SHOULD *FIGHT*... SOMETHING.

YEAH!

YOU'RE RIGHT! LIKE, WE COULD REVOLT! DEMAND... THINGS! WHAT THINGS?

FREEDOM... I DUNNO, LESS DRUGS, OR... GOSH, I USED TO FIGHT... BREAK OUT... SO HARD TO... THINK OF...

FIVE PEAS... SIX PEAS...

SEVEN...

TV?

YEAH.

TING! PING! A WINNER! A WINNER! A BRIGHT RED SPORTS CAR!

LATER.

I CAN'T BELIEVE YOU TALKED ME INTO THIS.

YOU'RE A NICE GIRL, MARY.

YOU KNOW, YOU SHOULDN'T TALK THE WAY YOU WERE BEFORE, IT EXCITES THE PATIENTS.

SO?

WELL, THE DOCTORS HAVE *NOTICED*. THEY AREN'T HAPPY ABOUT IT...

SO?

I DON'T KNOW, THEY'LL DOSE YOU EVEN MORE, AND YOU'VE GOT ENOUGH DRUGS IN YOU AS IT IS.

WHY?

I DON'T KNOW. THE MUSCLE RELAXERS ARE BECAUSE YOU'RE SUPPOSEDLY *DANGEROUS*.

YOU SEEM SO... *GENTLE*, TO ME.

OH, NO. I'M A *MONSTER!* HEY, WHAT DOES MY FILE SAY?

I DON'T HAVE ACCESS TO IT--TOP SECRET STUFF. YOU STILL CAN'T *REMEMBER* ANYTHING? YOUR *NAME*?

NOPE. I'M JUST A NUMBER.

JUST A *NUMBER*. THE DOCTORS DON'T SEEM TO WANT TO HELP HIM. THEY JUST KEEP HIM *DOSED*. AND WHY *ARE* HIS FILES SO SECRET?

I DON'T KNOW WHY I'M SO *SUSPICIOUS*, BUT I DO KNOW THAT I TRUST *HIM*. I GUESS THAT'S WHY I'M BREAKING RULES...

MAKE IT QUICK, OKAY? SHE'S NOT SUPPOSED TO TALK TO ANYONE, EVER.

WHY? SHE A MENTAL LEPER OR SOMETHING?

I... UM... THEY CALL IT *THERAPY*...

OH! RIGHT, I FORGOT, WE'RE HERE TO GET *BETTER*.

ROCK-A- BYE...

DIDN'T MAKE THE BED...

LEFT THE KITCHEN FULL OF DIRTY DISHES... WHAT WILL THEY *EAT?*

SHOULD'A MADE THE BED...

VICKY?

HELLO, VICKY, I'M A FRIEND...

I MET YOUR *CHILDREN*, I MET TANYA AND JACOB.. ?

TANYA!

JACOB?!

OH...NO...

VICKY, THIS IS *IMPORTANT*--THEY TOLD ME YOU SHOULDN'T BE IN HERE, THAT IT'S ALL A *MISTAKE*-- IS THAT TRUE?

MANY MISTAKES WERE MADE.

MY CHILDREN. WHERE ARE...?

MY CHILDREN WILL REMEMBER THEIR MOTHER... AS A *GHOST.*

SHE SHOULDN'T BE HERE! NOT IN THE *MAD DOG* WARD!

SHE SHOULD BE WITH HER *CHILDREN...*

MAYBE *NO ONE* SHOULD BE HERE... ARE WE *ALL* HERE, *AGAINST* OUR WILLS?

I SHOULD *DO* SOMETHING..

TRY...

SHOULDN'T THIS STUFF..

SHOULDN'T ≥*YAWN*≤

GOTTA DO SOMETHING..

NNNNN

ELSEWHERE...

BUT DADDY SAID SHE'S *DEAD!*

HE *LIED.* MOM ISN'T DEAD, HE JUST GOT *RID* OF HER.

HE'S A MOBSTER, REMEMBER?

EGGS?

EGGS.

DO YOU *HAVE* TO SLEEP IN THE KITCHEN?

YES. IT SMELLS LIKE MOMMY IN HERE.

YUCK. HOW DID MOM USED TO GET THE EGGS TO SCRAMBLE?

DOESN T MATTER. *NOTHING* TASTES RIGHT ANYMORE.

OH, NO! TANYA! HE'S HOME!

HEY, KIDS!

HOW ARE YOU?! HOW WAS YOUR DAY?!

CICERO PIZZA

LOOK, PIZZA! YOUR FAVORITE!

TANYA? GIVE DADDY A HUG!

WE DON'T WANT YOUR FOOD, AN' SHE DON'T WANT TO HUG YOU!

YOU HURT MOM! YOU CAN'T TOUCH TANYA ANYMORE!

WE WANT YOU TO LEAVE!

CICERONE PIZZA

WE CAN GO TO SCHOOL AND COOK AND TAKE CARE OF OURSELVES!

WHO DO YOU THINK YOU ARE?!

YOUR MOTHER THREATENED TO *TURN* ON ME! I HAD NO CHOICE!

NOW, TANYA, YOU PICK THAT BLANKET UP AND TAKE IT TO THE BEDROOM WHERE IT *BELONGS!*

PICK IT UP, OR YOU'LL BE IN TROUBLE! THIS IS *MY* HOUSE, YOU ARE *MY* CHILDREN!

PICK IT UP!

AAAAAOOOAA

SOB

LEAVE HER ALONE! YOU'RE NOT PART OF THIS FAMILY ANYMORE!

YES I AM!

THEN BRING OUR MOM HOME!

I *CAN'T!* IT'S TOO LATE, JACOB!

EVERYONE HERE *WANTED* THINGS! DOCTOR BILLS, CLOTHES, TOYS, WASHERS, DRYERS, VACATIONS, CARS!

I HAD TO GET *MONEY!* NO ONE COMPLAINED THEN! YOU ALL *TOOK* WHAT I BOUGHT!

THEN SUDDENLY MY MONEY WASN'T *GOOD* ENOUGH, IT WAS DIRTY *MOBSTER* MONEY!

SHE *TURNED* ON ME!

NOW THEY WANT HER *QUIET!* IF I BRING HER HOME, I'D HAVE TO FACE THE *KINGPIN'S MOB!*

WE'D ALL GET HURT!

IF I LEAVE HER THERE, I LOSE MY OWN CHILDREN!

WHAT AM I SUPPOSED TO DO?

I'M TRAPPED!

SMASH!

AND, IN A RESTRICTED LAB...

IS THIS *REALITY?*

I... I DON'T... I'M... *ASLEEP?*

MD2020

CORRECT! GOOD BOY!

MISS SALINS, INCREASE GAUSE FOUR

DOCTOR, SUBJECT *BRAINSTORM* IS AT *PEAK* LEVELS...

HEY-- DON'T CONTRADICT HIM, SALLY..

YEAH, YEAH.

NOW, SON -- WHAT HAPPENS WHEN YOU SLEEP?

I... DREAM BAD THINGS...

YES, BUT DREAMS ARE WHERE YOU'RE *SUPPOSED* TO RELEASE ANGER.

MD2020

IS THIS... IS THIS A DREAM?

YES! *VERY* GOOD!

NOW, WHO AM I?

DAD DADDY.

YES, DADDY.

IN THE FUTURE, WHEN YOU SEE ME IN YOUR DREAMS, YOU MUST LISTEN AND OBEY ME.

WHEN I TELL YOU TO RELEASE ANGER, BY DOING BAD THINGS, WHAT WILL YOU DO?

DO IT! OBEY!

WHY?

BECAUSE IT'S ONLY A DREAM AND IT'S *GOOD* FOR ME!

SPLENDID, SON!

MD2020

THIS EXPERIMENT IS A SUCCESS! I CAN *RE-SHAPE* A MAN'S *DESTINY*, BY PUSHING HIS CONSCIENCE INTO HIS DREAMSTATE, THEREBY FREEING HIS WAKING STATE! THE *GLORY* OF *CREATION!*

THE KINGPIN WILL BE PLEASED. HE HAS HIS *ASSASSIN*, AND I HOLD THE KILLER'S CONTROLS! THIS WILL SHOW THE KINGPIN HOW *GRATEFUL* I AM TO HAVE FUNDS AND A LAB *FREE* OF *PRYING* GOVERNMENT EYES AND RESTRICTIONS!

SIR, DON'T YOU THINK JIMMY'S HAD ENOUGH, UH... THERAPY?

JIMMY?!

MISS SALINS, NO PATIENT HERE HAS A *NAME!*

HE IS *MD2020*, CODE *BRAINSTORM!*

YOU MUST CONTROL YOUR TENDENCY TO *PERSONALIZE!*

YES SIR. NUMBERS ONLY, SIR.

MD2020! ARE YOU AWAKE?!

NO! I'M ASLEEP!

AND WHAT DO WE DO IN OUR SLEEP?

ACT OUT... AGGRESSION... *HATE*... ANGER *RAGE!*

WHY?

TO... GET *RID* OF IT!

THAT'S IT, BOY. KEEP DREAMING.

YES, KINGPIN WILL BE *PLEASED* TO HAVE HIS *KILLER.*

IT MAY EVEN CONVINCE HIM TO ALLOW ME TO WORK ON *MD336*'S BRAIN!

BUT FOR NOW, *THAT* ONE'S OFF-LIMITS! I'M THE ONLY ONE WHO KNOWS *MD336* TRULY *IS* WHO HE SAYS HE IS - *SPIDER-MAN!*

MMMMMM.. SPIDER-MAN'S BRAIN... I CAN'T WAIT!

BACK IN THE MAIN RECREATION ROOM...

O.K., LISTEN CAREFULLY...

...YOUR INSTITUTION HAS ORDERED SEVERAL DOZEN OF THESE, AND YOU'LL BE REQUIRED TO KNOW ALL ITS FUNCTIONS.

ANOTHER WASTE OF MONEY..

I BET SHE LEAVES HIM.

I'D LEAVE HIM. HE'S A DRIP.

SHE WON'T. THE TV TORTURE BOX WILL DRAG IT OUT FOR WEEKS...

SO?! YOU GOIN' SOMEPLACE?

NO...

WHAT'S HE SAYIN; ZERO?

SORRY, 336, I WAS SLEEPING.

THE ONE-PIECE, ALL-PURPOSE BODYSUIT IS *EASY* TO SLIP ON AND OFF, COMPLETELY *LAUNDERABLE*...

COMES WITH A PULL-OUT *BIB* FOR EATING, ZIPPERED *FLAPS* FOR I.V. ATTACHMENTS...

CUTE. ALL IT NEEDS IS AN ATTACHMENT FOR A *DOGGY LEASH*...

...WELL, YES! ACTUALLY, IT *DOES* HAVE A LEASH CAPABILITY...

THERE ARE FLAPS FOR EASY *INJECTIONS*, A *SNAP* FLAP FOR WASTE ELIMINATION...

WHAT'S THIS? NEW PATIENT?

NO, IT'S A DUMMY I THINK.

HA! BETTER THAN WHAT'S ON TV...

I THINK... THAT SUIT, IT'S... GOT SOMETHING TO DO WITH *US?*

THE SUIT'S *SUSPENDERS* DOUBLE TO FORM A *STRAIT-JACKET* AND THIS *NOSE PLUG* IS FOR..

I CAN'T BELIEVE IT! HOW INCREDIBLY HUMILIATING!

ZERO, THAT... THAT... *HORROR* SHOW OVER THERE.. THAT SUIT'S FOR *US!*

HOW *DARE* THEY?! AND HE'S DEMONSTRATING IT LIKE IT'S A NEW *HOUSEHOLD APPLIANCE*, A *VACUUM* OR SOMETHING!

HOW DARE HE?!

I'LL FIX HIM

I'LL FIX HIM!

HOW'D HE GET UP?

RIPPED HIS *I.V.* TUBE OUT!

HEY, C'MERE, WATCH! BETTER THAN TV!

SO, YOU SEE? YOU CAN INJECT 'EM, FEED 'EM, CLEAN 'EM...

I'LL FIX YOU!

NGRRRKGG

OH! HOW'D HE...? HE'S ON THE HIGHEST DOSAGE...

HE SHOULD BE TOO *ZONKED* TO GET UP!

HOW'S IT FEEL, HUH?

HOW'S IT FEEL TO WEAR IT?!

EAT YOUR OWN WORDS, CREEP!

COME ON, CALM DOWN, LET'S GO NITEY-NITE WITH THE NEEDLE...

HUH?

OH, NO! GOT TO STOP HIM!

WOMP!

BUT *WHY* STOP HIM? HE'S *RIGHT!* THEY *SHOULD* FIGHT BACK IN THIS AWFUL PLACE!

BUT WHAT'LL HAPPEN TO HIM? THEY'LL *PUNISH* HIM WITH *DRUGS!*

OH, BUT I'M SO *PROUD* OF HIM!

WE GOTTA STOP HIM!

DON'T HURT HIM!

MARY! WE GOTTA.

OH-OH!

WE HAVE *RIGHTS!* THE RIGHT NOT TO BE *HUMILIATED!*

HOW LONG WE GONNA *TAKE* THIS *GARBAGE?*

OH, DEAR...

YEAH!

THEY CAN'T *TREAT* US LIKE THIS! TURN US INTO *DRUG-ZOMBIES*, FEED US *GRUEL*, THROW US IN FRONT OF A TV ALL DAY...

TURN US INTO *DUMMIES*, GIVE US DUMMY SUITS...

THEY CAN'T TREAT US LIKE THIS! WE GOTTA FIGHT BACK!

YEAH?!

REVOLT! *REVOLT!*

SMASH!

REVOLT!

HA HA HUREEE!

HAHARREEET!

WE'LL SHOW 'EM WE'RE STILL ALIVE!

HURRY! TO THE REC ROOM, NOW! CODE BLUE ALERT!

WHICH ONES?

STAB 'EM ALL AN' WE'LL SORT 'EM OUT LATER!

GET THIS ONE!

NO! WE JUST WANTED.. WE

... WANTED... AAOOW!

WHAT'S GOING ON?! THIS ISN'T--

BINGO!

HUH? OUCH!

HEY... YOU ALL RIGHT?

I DUNNO. FOR... FOR A FEW MINUTES THERE, I REALLY THOUGHT...

...I THOUGHT IT WAS GONNA *WORK*, WE WERE GONNA GET *LISTENED* TO...

I KNOW. I THOUGHT SO, TOO...

WHAT HAPPENED, PETER?

IT FELT *GOOD*, I FELT SOME *SPIRIT*... BUT THEN.. BUT NOW...

WHERE'D IT *GO*?

NOW I JUST FEEL SO SLEEPY...

WHAT DID I THINK I WAS DOING?

COME ON...

BACK TO THE CAGE?

THAT'S RIGHT. YOU DID IT TO YOURSELF!

EVERYONE'S *BEATEN*... THEY *CRUSHED* US...

YEAH...

YEAH...

I HAD NO *RIGHT* TO RALLY EVERYONE! I GAVE THEM HOPE-- *FALSE* HOPE.

I OPENED THEIR EYES TO THEIR OWN *HUMILIATION*-- THEN SHOWED THEM YOU *CAN'T FIGHT* IT!

I'M SO ASHAMED!

ALL THEIR BRUISES, THEIR CONFUSION... I DID ALL THAT! NOW THEY'LL BE PUNISHED...

HEY! YOU'RE FALLING OVER!

MARY? JUST DIZZY...

IT'S THE DRUGS. JUST TAKE IT EASY... SIT DOWN HERE.

YOU KNOW WHAT? I'M REAL *PROUD* OF YOU!

HUH? I... CAN'T HEAR YOU..

YOUR VOICE IS... SO FAR AWAY...

I'M JUST GONNA... SIT HERE AWHILE... OKAY...?

LATER.

MY, MY. QUITE AN AFTERNOON.

OUR MYSTERIOUS 'SPIDER-MAN' SEEMS TO HAVE A *KNACK* FOR LEADERSHIP...

HIS *RALLY CRIES* BROKE RIGHT THROUGH EVERYONE'S *DRUG HAZE* AND *SPARKED* UP THEIR *REBELLIOUS* NERVOUS SYSTEMS.

LIKE *RELEASING* A COILED-UP SPRING-- IT UNWINDS WITH *VIOLENCE*--

--THEN FALLS, MORE *LIMP* THAN EVER.

WHAT HAVE YOU DONE IN THE WAY OF *PUNISHMENT?*

DOUBLE DOSES. AND ALL PARTICIPANTS HAVE BEEN *STRAIT-JACKETED* IN THE VERY *SUITS* THEY WERE REBELLING *AGAINST.*

I AM CONCERNED ABOUT #723, THE ONE CALLED *ZERO.*

HE *RESISTS* ALL MAD DOG TRAINING. HE IS *AGGRESSIVE,* YET REFUSES TO *HURT* ANYONE.

THAT MAKES HIM A *FAILURE* AS A MAD DOG, YET AT THE SAME TIME HE *AGITATES* THE PATIENTS!

I'VE PUT HIM IN *ISO-LATION!*

HMMM... WHAT TO DO WITH *ZERO?* WELL, WELL, I THINK *TOMOR-ROW* WOULD BE A *LOVELY* DAY--

--FOR A *LOBOTOMY!*

DON'T MISS PETER PARKER, THE SPECTACULAR SPIDER-MAN #133 FOR THE CONCLUSION, AS SPIDER-MAN CLASHES HEAD-ON WITH BRAIN-STORM IN...

"I AM SPIDER!"

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PETER PARKER, THE SPECTACULAR SPIDER-MAN™

PART 3

THE CONCLUSION!

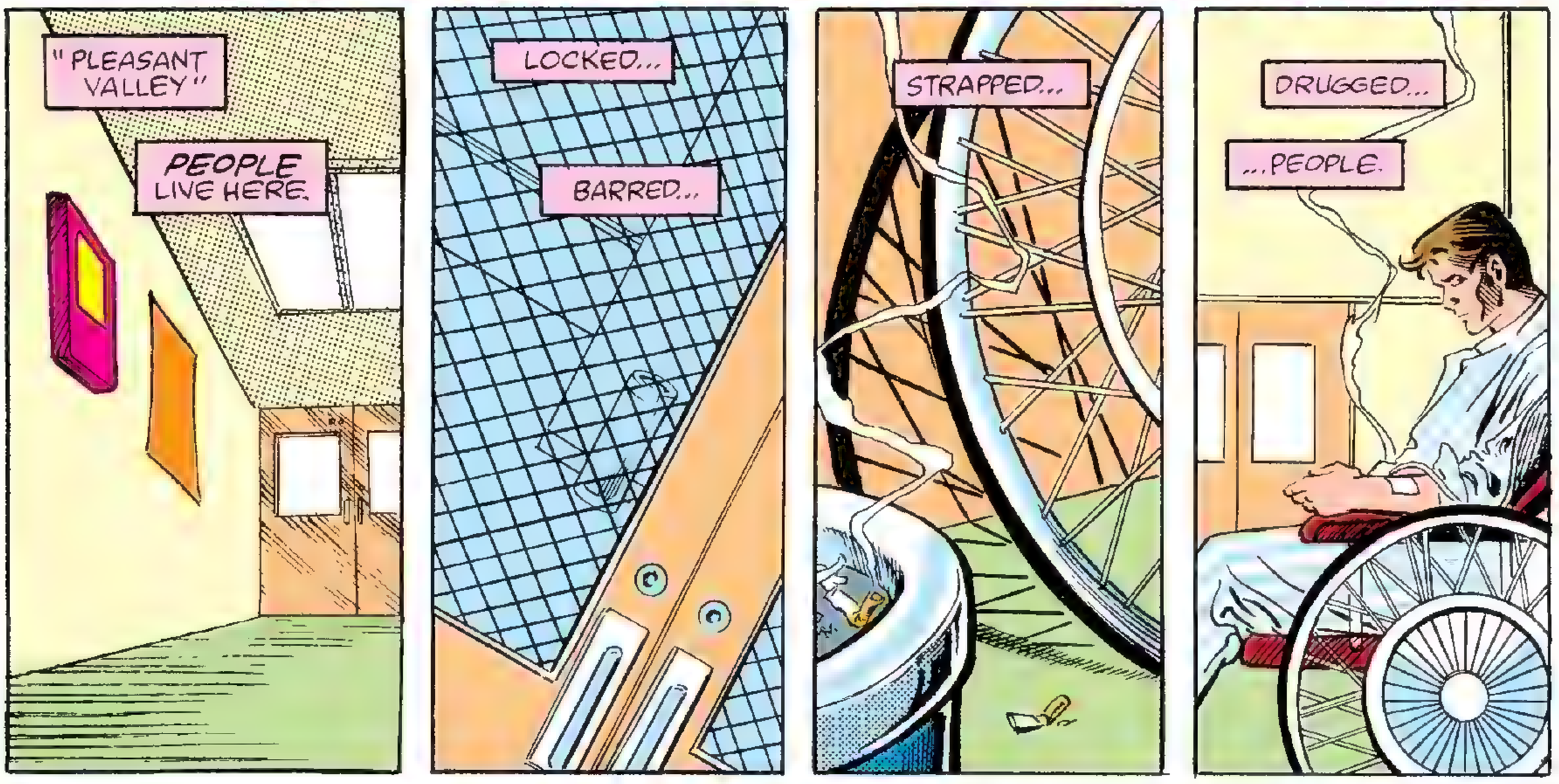
I AM SPIDER

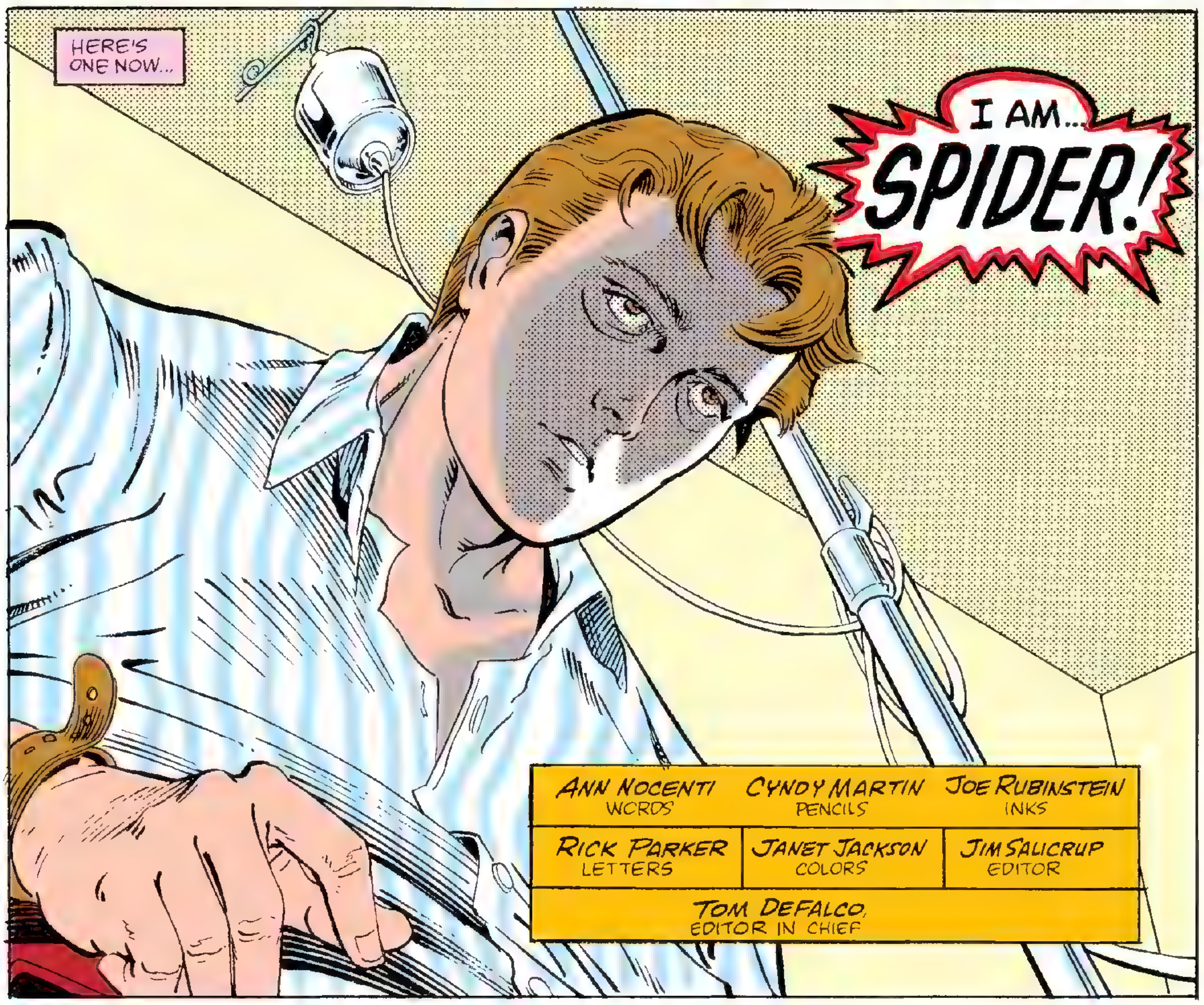
SIENKIEWICZ 1987

AFTER SCHIELE

THE FALL OF THE MUTANTS IS COMING!

Stan Lee PRESENTS: # THE SPECTACULAR SPIDER-MAN!™





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WHUH?

WHAD HE SAY?

SNORT! CHORTLE CHORTLE YUK GAFFAW!

HEE HEE HE'S A SPIDER! SNORT!

HEEEHA!

DON'T LOOK! IT'S AWFUL, I DREW IT WITH MY FEET!

AW, LEMME SEE...

DID I SAY SOMETHING OUT LOUD?

EXPRESS YOURSELF! ART THERAPY CAN FREE YOUR INNER FEELINGS...

NYU

GIMME THE GLUE! YOU HEARD THE LADY, I WANNA EXPRESS MYSELF!

YEAH?

NOT WITH MY GLUE.

HIDDEN IN THE UNCONSCIOUS ARE SECRETS... THAT ART CAN... UH...

NYU

ART CAN HELP YOU LIBERATE... UH...

GLITTER'S FOR WOOSIES!

SHUT UP, YER DRAWING STINKS!

SPOOCH! SQUICH!

YEAH? YOU LIKE IT? IT'S YOURS!

HEH HEH! ART LIBERATES!

NO, NO. YOU DON'T WANT TO LOOK... I DRAW WITH MY LEFT FOOT...

BUT I *AM* SPIDER-MAN! OH, YUCK, FEEL SO FUZZY... TOO MANY DRUGS... HOW DID I *GET* HERE?

KIDS, THOSE KIDS! I TRIED TO BREAK *VICKY*, THEIR *MOM*, OUTTA THIS NUT-HOUSE... GOT CAUGHT AN' LOCKED UP... HERE IN THE *MAD DOG WARD*...

...I USED TO HAVE...*COURAGE*... NOW IT'S ALL *SLUDGE*.

THIS PLACE ENCOURAGES *FAILURE*, BREEDS *INSANITY*...

HAVE I GONE *CRAZY* BY OSMOSIS? OR I ALREADY WAS...?

I GOT A *WIFE* SOMEWHERE... A *JOB*... I USED TO BE A *HERO*... A GUY CALLED SPIDER-MAN! WHAT A *JOKE*.

I'M JUST ANOTHER BANANA IN A BANANA BIN.

BUT ARE THESE PEOPLE REALLY CRAZY? WHAT'S CRAZY? IT'S THE *DOCTORS* THAT ARE NUTS... ALL THESE *DRUGS* THEY GIVE US...

HEY, SPIDER! WHEN'S THE NEXT REVOLUTION?!

HUH? WHATTA YOU WANT, ZERO?

THE REVOLT! WHEN YOU GONNA LEAD ANOTHER ONE? THAT LAST ONE WAS *FUN*!

I'M READY FOR BATTLE! YER MY HERO, SPIDER!

I MAKE *GREAT* LISTS...

WHAT TO DO NEXT, CAREER MOVES, MONEY SCHEMES, HOW TO GET OUTTA HERE...

GREAT LISTS, BUT NOTHIN' EVER GETS CROSSED OFF...

OH, GOSH, *NO*, ZERO. THAT WAS A *MISTAKE*, EVERYBODY GOT *HURT*, WE CAN'T...

BUT I'M READY! AN' YER MY HERO, SPIDER!

YER MY HERO!

HEY, WHAT?!

COME ON, CAPTAIN ZERO.

WHAT? WHERE?

COME ALONG, CAPTAIN! IMPORTANT MISSION FOR YOU, DOWNSTAIRS!

OH, DEAR! NOT SO SOON!
OKAY! I'M READY FOR BATTLE, SIR!
THAT'S A GOOD ZERO!
HYUK HYUK!
WHA?
WHERE THEY TAKING HIM, MARY?
I HEARD THROUGH THE GRAPVINE-- SHOCK TREAT-MENT, MAYBE EVEN A... LOBOTOMY!
WHAT?! AREN'T THEY *ILLEGAL?*
SO ARE A LOT OF THINGS THAT GO ON HERE!
THAT *UPRISING* YOU STARTED YESTERDAY, THEY BLAME IT ON *ZERO*. 'CAUSE HE GOT SO... *ENTHUSIASTIC*. NOW THEY WANT TO CALM HIM DOWN...
THEN WE GOTTA DO IT *NOW!* WE GOTTA GET EVERYBODY OFF THESE *DRUGS* SO THEY'LL BE *SANE* AGAIN.
IT DOESN'T WORK THAT WAY! YOU GOTTA BE *WEANED SLOWLY* OFF DRUGS OR YOU JUST GET *SICK* AND *CRAZIER* AND *VIOLENT!*
WOULD THEY RECOVER?
YES, BUT...
THEN WE GOTTA DO IT! WE NEED CHAOS! IN THE CONFUSION, I'LL BREAK OUT VICKY AND ZERO! AND GET THE POLICE!
YOU HAVE ACCESS TO THE MEDICINE CABINET?
YES, I COULD SWITCH THE CLORAPROMO-ZINE FOR A VITAMIN SOLUTION. BUT...
YOU WANT ZERO'S LOBES SEVERED?!
NO! OKAY... I'LL DO IT TODAY!

♫ MOMMY'S DEAD MOMMY'S SO DEAD ♫

♫ MOMMY MOMMY DEAD DEAD ♫

SHUT UP, TANYA! MOM AIN'T DEAD!

OH, HANNIBAL, HELP ME...!

OH, OH! KEY IN THE DOOR! DAD'S HOME!

WHAT'S THIS MESS?! WHY AREN'T YOU IN BED?

WHY GO TO BED? YOU'RE NEVER HOME.

I HAVE TO *WORK!*

WORK?!

YOU DON'T WORK-- YOU'RE A *MOBSTER!*

WHY YOU SMART-MOUTHED LITTLE--

BANG-BANG! YOU'RE DEAD!

OH, TANYA...

THEY ALREADY HATE ME. WHY NOT TELL THEM THE TRUTH?

OKAY, KIDS. LISTEN HARD-- THIS IS A BIT BRUTAL, BUT HERE GOES.

YOUR FATHER *IS* A MOBSTER. I NEEDED ***MONEY*** FOR YOUR MOTHER'S DOCTORS.

I GOT SUCKED TOO FAR INTO A DIRTY WORLD, AND DRAGGED YOUR MOM THERE, TOO.

MY... ***BOSSES*** CONSIDERED HER A ***RISK*** SO THEY HAD HER PUT AWAY! IF I TRY TO SAVE HER, THEY'LL KILL ME! I'D HAVE TO RUN AWAY...

...I'D LOSE MY HOME, MY FAMILY, MY LIFE...

SO WHAT?

WHAT LIFE? IT'S ***MISERABLE*** HERE.

WHAT'S TO LOSE?

TANYA... JACOB-- WHAT... WHAT COULD I DO TO WIN BACK YOUR LOVE?

BRING MOM HOME!

OKAY... WE'LL DO IT!

BUT IT'LL CHANGE OUR LIVES!

YAY!

WE'LL HAVE TO LEAVE HERE, DRIVE FAR AWAY, GET NEW IDENTITIES, NEW NAMES...

OH, BOY! CAN MY NEW NAME BE CHARLOTTE?

WE'LL SEE...

EXCUSE ME?
KINGPIN? SIR?
NOK! NOK!
UH... I HAVE A REPORT FROM PLEASANT VALLEY...
EH-HEM. AS YOU KNOW, THE WARD IS OUR HOLDING TANK FOR PEOPLE, WHO, FOR VARIOUS REASONS, WE CAN'T QUITE... *DISPOSE* OF... AS WE FINANCE THE WARD, WE CAN SEE TO IT THOSE *SPECIAL* PATIENTS RECEIVE ENOUGH DRUGS TO STAY *SILENCED*.
AS YOU ALSO KNOW, WE HAVE, WITH THE AID OF OUR BRILLIANT *DOCTOR*, DEVELOPED SEVERAL MAD DOG *ASSASSINS*, WHO CAN BE RELEASED WHEN WE NEED THEM.
I REVIEW THIS NOW, SIMPLY TO *STRESS* THE IMPORTANCE OF THAT WARD AND ITS CONTINUED OPERATION.
BUT NOW, WITH SOMEONE CLAIMING TO BE *SPIDER-MAN* AS A *PATIENT* THERE...
LET ME JUST SAY THE WHOLE OPERATION *FLIRTS* WITH DISASTER.
THERE HAVE BEEN SEVERAL *RIOTS*, THE STAFF IS BECOMING INCREASINGLY *SUSPICIOUS*... IF THE *POLICE* ARE ALERTED IT COULD *JEOPARDIZE* WHAT IS A *VERY* CONVENIENT SETUP...
AND *NOW*, OUR *DOCTOR* HAS REQUESTED TO BE ALLOWED TO *PICK* "SPIDER-MAN'S" BRAIN, *EXPERIMENT* ON HIM--
ARRANGER--
--*WHAT* DID I HIRE YOU FOR?
UH...UM... YOU HIRED ME TO UH... MAKE DECISIONS.
THEN *MAKE* THEM.

SOON.

...NOTHING MUST COMPROMISE THE SECURITY OF THE WARD, YOU UNDERSTAND ME, DOCTOR?

YOU MAY GO AHEAD AND 'EXPERIMENT' ALL YOU WISH ON SPIDER-MAN, BUT IN THE FUTURE, DOCTOR--

--TRY TO REMEMBER THAT WE HIRE YOU, WE PAY YOU TO BE ABLE TO MAKE SUCH DECISIONS, YOURSELF!

TESTY MAN. HMMM... SPIDER-MAN'S BRAIN... I'LL TAKE A LOOK TOMORROW.

RIGHT NOW, I ALREADY HAVE ONE ON THE RACK--MAD DOG 2020-- BRAINSTORM.

I'VE STRIPPED HIS MIND DOWN TO ITS MOST PRIMAL HATES, HIS MOST POTENT TRAUMATIC MOMENTS.

A BLACK, BOILING MASS OF RAGE HE REFERS TO AS-- THE BEAST!

LET'S SEE HOW THE BOY'S DOING.

BRAINSTORM! WHY DO YOU EXIST?

I AM ASLEEP WHILE I SLEEP--

--I BATTLE THE BEAST.

WHO IS THE BEAST?

WHOEVER YOU SAY IT IS.

WHAT WILL YOU DO WHEN YOU SEE THE BEAST?

KILL! DESTROY! HATE! CRUSH! SLAUGHTER!

A NEW DAY...

HANG IN THERE, BABY!

WHAT DOES THE PHRASE "BUCK THE ODDS" MEAN TO YOU?

SOB!

SOB!

WHAT'S THE RIGHT ANSWER? WHAT'S THE *SANE* RESPONSE? ANYTHING I SAY WILL JUST SOUND FREUDIAN!

I DON'T WANNA BE HERE...

WHAT DO YOU MEAN BY THAT, DEAR?

OH, NEVER MIND! LET'S GET YOU SETTLED, WE'LL SAVE THE QUESTIONNAIRE FOR LATER.

P

YOU CAN KEEP YOUR CLOTHES, BUT WE'LL BE CONFISCATING ALL SHARP OBJECTS, MEDICATIONS, APPLIANCES...

I FEEL *GREAT*, MARY! MY STRENGTH IS *BACK!*

I COULD *SNAP* THESE RESTRAINTS, NO PROBLEM! IT'S LIKE A CLOUD'S BEEN *LIFTED!*

WELL, I'M *SCARED*. IT'S BEEN TWENTY HOURS SINCE THE DRUG SWITCH, AND SOMETHING *WEIRD* IS IN THE AIR!

THE PATIENTS SURE ARE FEISTY!

WE'VE HAD A FEW FITS ALREADY, ONE SUICIDE ATTEMPT...SEE?! LOOK AT THOSE TWO!

AW, RELAX! EVERYONE FEELS *GOOD*! NO MORE DRUG HAZE--THEY'RE STARTING TO *WAKE UP* FOR THE FIRST TIME IN *MONTHS!*

I'VE GOT A BAD FEELING SOMETHING'S GONNA SNAP..

HEY, JACK-- LOOKIT *EAR-MUFFS!* NEVER SEEN HER SO CHIPPER!

SOMETHIN' *BONKERS* IN THE AIR TODAY...

GUERRILLA THEATER! SUBVERSIVE LITERATURE! HUNGER STRIKES!

GOTTA BE THE *FULL MOON*-- THE BODY IS NINETY PERCENT *WATER*, AN' THE *LUNAR PULL* MAKES THAT WATER *TIDAL WAVE*... OR SOMETHIN' LIKE THAT.

LOONIES ALWAYS ACT UP AT FULL MOON.

WIND SURFING

LET'S GO TO AND ENJOY WIND SURF

SIT-INS! STAND-UPS! THE LIST IS ENDLESS!

I GOT A MILLION WAYS TO PROTEST! I GOT A *LIST* FOR EVERYBODY!

HOO-BOY.

WRITE 'EM UP, CROSS 'EM OFF!

I FEEL INSPIRED!

SEE, MARY?!

LOOK AT THAT ENTHUSIASM! THEY DON'T NEED DRUGS!

SOME DO, AND SOME DON'T...

LET'S HURRY AND GET THIS OVER WITH. ZERO'S 'TESTS' ARE AT NOON--

CRASH!

UH-OH!

HUH?

YAHHHHHHHH

AH, A FINE MORNIN' FOR A PSYCHOTIC EPISODE...

GET READY, JACK. MAD-NESS, YOU KNOW--

--IS CON-TAGIOUS!

YOU MEAN...?

YUP. YOU JUST WATCH IT SPREAD!

GNNRAARR

MAD DOG ON THE LOOSOOOOMPHF!

YAHOOEEE!

LEMME GET IN THERE.

YEAH!

HYUK! HOLD THAT POSE!

GNNRRAAR

CODE BLUE! BLAST! DARN IT! CODE BLUE!

WE GOT OUR COVER--LET'S DO IT!

I'LL GET ZERO, YOU GET VICKY!

WAIT! I'VE BEEN SAVING THIS FOR YOU!

DON'T YOU NEED IT?

UH, SURE!

WHERE'M I GONNA CHANGE?

GBLGBLGB

VICKY? COME ON! WE'VE GOT TO HURRY!

YOU FEEL OKAY?

HUH?

YES! I... FEEL GOOD TODAY, CLEAR-HEADED..

THEN LET'S GO!

COME ON, ZERO! TIME TO BLOW THIS TACO STAND!

YAHOO! I KNEW YOU'D DO IT!

WOW, LOOK!

WHOOPS.

UH-OH.

RRRRR GASH GRIND GRRRRR RRRGG

HELLO

WILL YOU GO QUIETLY? OR--

YEAH, RIGHT!

'SCUSE ME...

CHOK!

GEE, THEY DON'T CARE IF THOSE BULLETS HIT ME--

--OR THEIR FALLEN BUDDY!

BLAM!

BLAM!

PEOW!

-SHEESH- WHAT A WORLD!

OOWCH!

LET ME GO!

BLAM!

PEOW!

BLAM!

BRAIN-STORM! GET HIM!

HE IS THE BEAST!

WOOOOMFF!

SLAM!

CLICK!

YOW!!

UH... HI, FRIEND! HOW YA DOIN'? I'M SPIDER--

BEAST!!

KILL!

MAIM

DESTROY!

YAAAH

GASP!
CHOKE!
STRANGLE

RAARRR!

GBLBGLGB

FWAM!

CHOK!

HA! GOTCHA!

HEY, THAT WAS SUPPOSED TO *HURT!*

YOU ACT LIKE I JUST *KISSED* YOU!

COME ON! WE'RE MISSIN' THE FIGHT!

YEAH, YEAH. BE RIGHT THERE.

LISTEN TO 'EM *SCREAM!*

CHAOS!

MAYBE... I DON'T *WANNA* GET OUTTA HERE...

I GET THREE MEALS A DAY HERE...AND NO DECISIONS TO MAKE...

MAYBE I DON'T WANNA BE FREE-

--AFTER ALL.

CHUK

FEEL LIKE I'M FIGHTING *MADNESS* ITSELF!

LIKE I'M NOT JUST HITTING *HIM*, BUT I'M PUMMELING AWAY THE VERY *INSANITY* I LET OVERWHELM ME HERE!

FWAP!

BUT I GOT IT *BEAT* NOW!

SNOK!

HE'S *KILLING* MY BOY!

MY CREATION! MY *MASTERPIECE!* MY *BRAINSTORM!!*

STOP HIM! GET HIM OUT OF THERE!

TOO LATE, DOCTOR.

YOUR POOR 'PET' IS FINISHED. HOPEFULLY, NEXT TIME HE WON'T *LISTEN* TO *YOU.*

WHY, YOU *FIEND!* GUARDS-- GET HIM--

=*URK!*=

HELLO, DOCTOR. YOUR CHOICE-- GIVE ME MY *WIFE* BACK--

--OR SEE IF YOU SURVIVE A *BULLET* THROUGH THE *BRAIN.*

WHOZAT?

FRANK!

WHY DON'T WE ALL JUST DO AS THIS MAN SAYS-- QUIETLY, QUICKLY, *CHEERFULLY!*

CAN YOU RUN?

YES!

OH, FRANK-- THANK YOU, DARLING!

LATER, VICKY!

HOW CHARMING. THE LOVING HUSBAND-- TO THE RESCUE!

I CAN'T WAIT FOR THE SAD ENDING WHEN YOUR "BOSSES" BLOW YOUR WHOLE FAMILY AWAY--

SHUT UP!

QUIET QUIET QUIET QUIET

MOMMA MOMMA MOMMA

WELL, SPIDER-MAN--YOU'VE THROWN HALF MY PATIENTS INTO SHOCK! YOU HEROES REALLY KNOW HOW TO--

PUT A RAG IN IT, EGGHEAD!

HOLD STILL!

YAAAOOOCH!

THERE HE IS!

HE REALLY *IS* SPIDER-MAN!

GOODBYE!

YEAH.

HEY, BOSS--

NOW TAKE IT *EASY*, BOYS. *CALM* THOSE TRIGGER FINGERS. *HOLD* YOUR FIRE.

WE'RE ALL TAKING A LITTLE RIDE.

BE BACK IN A *JIFF!*

GET INNA CAR!

WHAT NEXT? CEMENT SHOES? A SWIM WITH THE FISHIES?

SHUT YOUR FACE!

LOOK, DOC, THE ONLY REASON YOU KNOW ABOUT ***HIS*** MOB CONNECTIONS IS 'CAUSE ***YOU'RE*** PART OF IT!

YOU GOT YOURSELF A BIG ILLEGAL ***MESS*** HERE, AND ONCE WE ***DUMP*** YOU SOMEWHERE ISOLATED-- WE'RE GONNA CALL THE ***POLICE*** AND BLOW THE WHISTLE ON YOUR WHOLE ***HORROR HOUSE*** BACK THERE!

VERY WELL, CHILDREN. AS YOU WISH.

YEAH!

I ***LOVE*** IT WHEN THE ***GOOD GUYS WIN!***

NEXT DAY...

THANKS FOR COMING, BEN. YOU WON'T REGRET IT -- THERE'S A BIG, BAD STORY HERE.

SURE, PETE. BUT WHY ARE YOU WEARING THAT *DISGUISE?*

UH -- I WAS SNOOPING AROUND YESTERDAY, AND UH... GOT THROWN OUT.

DON'T WANT ANYONE TO RECOGNIZE ME.

THE STUFF I SAW HERE -- A RIOT, DRUG ABUSE, ALL KINDS OF ILLEGAL -- WELL, JUST KEEP YOUR EYES OPEN. YOU TAKE NOTES, I'LL GET THE PICTURES!

COME ON, LET'S GO GET THE BUGLE A *STORY!*

YOU FROM THE PRESS?

HOW'D SHE--?

YEAH. WE'RE PRESS.

IN HERE, PLEASE...

I DON'T BELIEVE IT...!

AND MR. FISK, AS THE MAJOR FINANCIAL BACKER OF THIS HOSPITAL, WAS APPALLED AND OUTRAGED AT REPORTS OF ABUSE...

HE PERSONALLY CONDUCTED A COVERT INVESTIGATION, FINDING THE *HEAD DOCTOR* GUILTY OF UNETHICAL, ILLEGAL, AND ABUSIVE PRACTICES.

THE DOCTOR IS PLEADING INSANITY, AND BEING HELD WITHOUT BAIL...

WNEW

NBC

BLASTED KINGPIN! GOT OFF SCOTT-FREE! THAT **BUM**, HE'S UNTOUCHABLE!

EASY, PETE! KINGPIN'S A MONSTER, AND THAT'S JUST WHY HE'LL SLIP UP SOMEDAY!

IT'S LIKE HE **ANTICIPATED** THIS.

HOW BETTER TO REMAIN **ABOVE SUSPICION** THAN TO EXPOSE THE PROBLEM **YOURSELF**? AND WITH THE DOCTOR AS HIS **SCAPE-GOAT...!** OH, MAN...

YOU DID YOUR BEST, PETE. DON'T WORRY. HE'LL GET HIS.

IT'S MARY! WISH I COULD SAY GOODBYE...

BUT THE **ONE** THING I DID MANAGE TO PROTECT, NO MATTER HOW DRUGGED-UP I GOT, WAS MY **SECRET** IDENTITY AS PETER-PARKER!

CAN'T BLOW IT NOW, NOT EVEN FOR HER.

STILL... I WISH I COULD JUST SEE HER SMILE, ONCE MORE...

CHECKING OUT?

'SCUSE ME, SIR?

LOOKS LIKE YOU CLEANED OUT YOUR LOCKER, THERE.

YOU PRESS? YOU GOING TO RE-PORT THAT **BOGUS** STORY THEY CRANKED OUT IN THERE?

WELL, FOR WHAT IT'S WORTH, IT'S A BIG SCAM.

THIS PLACE WAS ABOUT TO BE EXPOSED, BY **SPIDER-MAN!** BUT I KNOW HOW YOU **PRESS** GUYS FEEL ABOUT **HIM!**

ANYWAY, I'M DISGUSTED, I QUIT TODAY--**GOTTA** BE A NICER WORLD OUT THERE **SOME-WHERE...**

WHAT ARE YOU SMILING ABOUT?

HMMM. SEE YOU AROUND.

GOOD LUCK!

STRANGE TO BE A FREE MAN AGAIN.

THESE WHITE WALLS... THE ANTISEPTIC SMELL... BRINGS IT ALL BACK. I CAN EVEN HEAR THE FAR-OFF CRIES AND SOBS OF INSANITY-- A STEADY RAINFALL OF PAIN...

UGH, I'M SHIVERING.

BEN, LET'S GET OUTTA HERE, THIS PLACE CHILLS MY SPINE.

YEAH, YOU COULD SAY THAT.

YEAH, YOU LOOK A BIT **WHITE.** THESE PLACES REALLY BUG YOU, DON'T THEY?

POTTERSVILLE!

MASONTOWN!

SINGAPORE!

WE CAN'T DRIVE ACROSS THE OCEAN, SILLY!

LET'S GO SOMEWHERE THAT AIN'T EVEN ON THE MAP!

OKAY. I'LL FIND A TOWN THAT ISN'T EVEN THERE!

HUH? MAKE SENSE, MA!

CAN WE STILL BE COWBOYS?

YOU'RE MY HEROES! YOU CAN BE ANY-THING YOU WANT!

COWBOYS? YEAH! WE ARE PIONEERS!

OKAY, PARTNERS!

LET'S GO WEST TILL WE'RE OFF THE MAP!

YAAAAYY!

THE END

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the AMAZING SPIDER-MAN®

FORCE OF ARMS

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

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FORCE OF ARMS

THROUGHOUT THE YEARS HE'S SPENT IN MANHATTAN, **THE AMAZING SPIDER-MAN** HAS BEEN CALLED MANY THINGS: HERO, MENACE, MYSTERY... ALONG WITH ANY NUMBER OF MORE **COLORFUL** NAMES EVEN THE **DAILY BUGLE** WOULD REFUSE TO PRINT!

BUT TONIGHT, IN THE WORST LATE SUMMER STORM TO HIT THE BIG APPLE IN TWO DECADES, HE FINDS HIMSELF SPORTING A **NEW** TITLE, ONE AS UNWANTED AS IT IS UNEXPECTED:

PEDESTRIAN!

NO PARKING 8AM-6PM MON-FRI

THAT'S IT!

NO MORE!

I'VE HAD IT!

AND THE WORST PART IS, IT'S MY *OWN* BLASTED FAULT! WITH ALL THE ACTION I'VE SEEN LATELY, I SHOULD HAVE REALIZED--

NAH, IT *COULDN'T* BE!

--THAT I WAS USING UP *WEB-FLUID* TOO FAST! BUT DID I THINK TO REPLACE THE SPARE FLUID CARTRIDGES IN MY BELT? *NOOOOO!* I HAD TO WAIT--

--UNTIL BOTH *WEB-SHOOTERS* RAN DRY TEN STORIES UP! IF I HADN'T BEEN ABLE TO TWIST OVER AND GRAB A WINDOW LEDGE--

IT *IS!*

--I'D BE ONE SMUSHED SPIDER RIGHT NOW!

I REALLY SHOULD *RE-DESIGN* MY WEB-SHOOTERS SO THIS WON'T HAPPEN AGAIN! EITHER THAT--

--OR SEW A *CHANGE POCKET* INTO MY COSTUME SO I CAN CARRY BUS FARE!

NO, WITH A COSTUME THIS TIGHT--

PEOPLE MIGHT THINK I HAD *CELLULITE!*

AT LEAST THE STORM'S KEEPING CANDI, RANDI AND BAMBI -- MY SUN-WORSHIPING *NEIGHBORS*-- INDOORS.

I SHOULD BE ABLE TO GET INTO MY APARTMENT WITHOUT BEING SPOTTED!

AT LAST! HOME... WARMTH... COMFORT...

...WET FLOORS.

I'VE *GOT* TO REMEMBER TO LEAVE A BATH MAT UNDER THIS SKYLIGHT! ≥SIGH≤

AND SOON, AS AN EXHAUSTED PETER PARKER EMERGES FROM A NEAR-SCALDING SHOWER...

SURE WISH MARY JANE WASN'T ON THAT FASHION SHOOT IN ASPEN. WE DO NEED THE MONEY HER MODELING CAREER BRINGS IN--

--BUT I SURE COULD USE ONE OF HER KILLER NECK RUBS ABOUT NOW!

GUESS I'LL HAVE TO SETTLE FOR SOME STRONG OOLONG INSTEAD.

GOOD. WATER'S HOT.

Y'KNOW ≥YAWN≤ I'VE THOUGHT ABOUT MODIFYING MY WEB-SHOOTERS BEFORE, TO MAKE THEM OUT OF PLASTICS SO THEY WOULDN'T TRIP METAL DETECTORS AT AIRPORTS WHEN I HAVE TO FLY TO PHOTO ASSIGNMENTS.

SO WHY NOT MAKE A FEW ADDITIONS WHILE I'M AT IT? LIKE MAYBE SOME SORT OF WARNING DEVICE ≥YAWN≤ TO LET ME KNOW WHEN MY WEBBING IS RUNNING OUT?

NAGEL

SURE... THAT'S THE TICKET... "CHECK YER WEB FLUID, MISTER? 'SABOUT A QUART LOW... AN' HOW 'BOUT SOME AIR IN THOSE TIRESZZZZZ

ZZZZZ.

PETER SLUMBERS--A MUCH-NEEDED, WELL-EARNED REST.

WHILE A BOROUGH AWAY, AT THE SOUTH BROOKLYN PSYCHIATRIC FACILITY...

DO YOU THINK THIS WILL WORK, DR. JEFFERSON?

I SINCERELY HOPE SO, DR. BARNUM.

IN THE MONTHS THAT ***OTTO OCTAVIUS*** HAS BEEN MY PATIENT, I'VE COME TO KNOW HIM QUITE WELL.

HE'S NOT A ***BAD*** MAN, REALLY.

HE WAS A RESPECTED SCIENTIST, ONCE. ONE OF THE BEST RADIATION SPECIALISTS IN THE WORLD!

THE ***MECHANICAL ARMS*** HE DEVISED WERE TO AID HIM IN HIS WORK TO BENEFIT HUMANKIND.

WAS IT HIS FAULT AN ***ACCIDENT*** GAVE HIM ***PSIONIC CONTROL*** OVER THOSE ARMS? THAT IT DAMAGED HIS BRAIN, MADE HIM PSYCHOTIC--

--EARNED HIM THE HORRID NAME OF ***DOCTOR OCTOPUS?***

DEPRIVED OF HIS EXTRA ARMS, HE'S MORE ***PITIFUL*** THAN POWERFUL.

HE EVEN PLUNGES INTO PARALYZING ***CATATONIA*** WHENEVER CONFRONTED WITH HIS GREATEST FEAR--

--SPIDER-MAN!

BUT HOPEFULLY, WE'LL FIND SOME CLUE TO A ***CURE*** THROUGH THIS RADICAL NEW SLEEP THERAPY.

HE'S GOING INTO R.E.M. STATE, DOCTOR.

HE'S STARTING TO--

--DREAM!

NOW WATCH ***ME*** TRAP A SPIDER IN A WEB OF MY ***OWN***--A WEB MADE OF MY NEW-FOUND ***ARMS!*** YOUR STRENGTH IS MERELY THAT OF A SPIDER, BUT MINE IS THE ENERGY OF AN ***ATOM***, BORN OF A NUCLEAR ACCIDENT!

YOU DARED TO **MOCK** ME BEFORE! WHY AREN'T YOU MOCKING ME **NOW**? WHERE ARE YOUR BRAVE WORDS AND TAUNTS **NOW**, SPIDER-MAN?

OR DO YOU REALIZE YOU'VE FINALLY MET YOUR **MASTER**? AND NOW, YOU CAN LEAVE THE WAY YOU ENTERED! YOU'RE NO THREAT TO **ME**!

YOU'LL **NEVER** BE A THREAT TO ME! FOR I AM **DOCTOR OCTOPUS**! AND I--

TAP

--EH?

SHUT UP, SHRIMP!

POINK

CHRASH

NO! I-IT'S IMPOSSI--

GHYAAAAA!

I DON'T LIKE THIS. PULSE RATE UP... GALVANIC RESPONSE ERRATIC. IT SEEMS HE'S HAVING SOME SORT OF--

--NIGHT-MARE!

AND HE ISN'T THE **ONLY** ONE! FOR AT THAT MOMENT, IN A REINFORCED POLICE BUNKER BENEATH MANHATTAN, WHERE DR. OCTOPUS'S MENTALLY-CONTROLLED ARMS HAVE BEEN "SAFELY" STORED...

MAN, I HATE THIS!

ME, TOO! JUST KEEP TELLIN' YOURSELF THE ARMS AREN'T STRONG ENOUGH TO BREAK THOSE *ADAMANTIUM* CLAMPS!

AN' PRAY IT DOESN'T GET--

"--WORSE!"

FACE FACTS, OCK! I'LL *ALWAYS* FIND A WAY TO BEAT YOU!

AGAINST ME, YOU'LL *NEVER* WIN!

NEVER!

NO! N-N-NO!

NOOOOOO!

BARNUM! FIVE cc's OF PHENOBARBITAL! QUICKLY!

IT'S ALL RIGHT, OTTO! THERE, THERE!

I-IT WAS HORRIBLE, DOCTOR! J-JUST... *HORRIBLE!*

I FEEL SO TORN! L-LIKE I'M TWO MEN! ONE WANTS TO BE GOOD, TO BE THE MODEL CITIZEN I ONCE WAS!

BUT THE OTHER ONE... OH, DOCTOR...

...HE STILL WANTS TO TURN SPIDER-MAN INTO *MEAT JELLY!*

WE'LL TRY AGAIN TOMORROW.

AND, SPEAKING OF TOMORROW...

=OW!= NECK FEELS LIKE IT'S BEEN *NAILED* IN PLACE!

GUESS THAT'S WHAT I GET FOR ZONKING OUT WHILE SITTING UP!

AT LEAST IT KEPT ME FROM FALLING *BACK* TO SLEEP WHILE I WAS WORKING ON--

-- THE DESIGNS FOR MY NEW *WEB-SHOOTERS.* THEY SHOULD BE A BIG IMPROVEMENT OVER THE OLD ONES--

TOP VIEW (OPEN)

--BUT THE SPACE-AGE MATERIALS I NEED TO BUILD THEM ARE GOING TO BE *EXPENSIVE.* =YAWN=

CRACK

POP

AND SINCE MY SPARE CHANGE IS A BIT MORE SPARE THAN I'D *PREFER* AT THE MOMENT--

-- IT SEEMS A CALL TO THE *DAILY BUGLE* FOR PHOTO ASSIGNMENTS WOULD BE IN ORDER!

'COURSE, THERE'S ONE GIG I'D *PAY* TO GET.

NAGEL

TOO BAD I DON'T KNOW ANYTHING ABOUT *FASHION* PHOTOGRAPHY.

MARY JANE AND I HAVE ONLY BEEN MARRIED A LITTLE WHILE, BUT I'VE REALLY GOTTEN USED TO HAV.NG HER AROUND.

AND I MISS HER.

AH, WELL. TO WORK!

KATHRYN CUSHING, PLEASE. PETER PARKER.

HELLO, KATE? PETER.

I'M LOOKING FOR WORK. ANYTHING HOT?

SORRY, PARKER, NOTHING TO GIVE OUT.

AS USUAL, WE'RE UP TO OUR EARS IN SPIDER-MAN PICS, SO IF YOU GO THAT ROUTE, IT'LL HAVE TO BE SOMETHING SPECTACULAR.

LIKE MAYBE SPIDEY FIGHTING KING KONG ON THE STATEN ISLAND FERRY!

GREAT. I NEED MONEY, AND IT SEEMS THE ONLY WAY TO GET IT--

--IS TO FIND A *TRAGEDY* TO EXPLOIT! SOME FUN.

NEVERTHELESS, THAT NIGHT, AS SPIDER-MAN LOOKS FOR TRAGEDIES...

NUTS. CLOSEST I'VE COME IS THAT *MUGGING* I STOPPED AN HOUR AGO. NO NEWS THERE.

AND I'M ALSO *DEAD TIRED!* THIS IS A BUST. MIGHT AS WELL HEAD ON HOME AND GET A LITTLE--

SLEEP? IT'S A LOCKED DOOR, DR. BARNUM. AND PSYCHIATRY IS STILL LOOKING FOR THE PROPER KEY.

BUT THE EXPERIMENTAL DRUGS WE'RE USING SHOULD SEND OCTAVIUS INTO A DEEPER SLUMBER THAN EVER BEFORE.

HOPEFULLY, HIS BRAINWAVE PATTERNS WILL PROVIDE INSIGHT FOR OUR THERAPY SESSION TOMORROW. AND WITH LUCK--

--PERHAPS WE CAN ROUT SOME OF THE DEMONS THAT HAUNT THE POOR MAN'S SOUL.

C...CAN'T BE...!

HEY, PAL, WATCH THOSE ARMS!

SPIDER-PEOPLE! A-ALL OVER THE PLACE!

Black Widow SHOPPE

WHAT'S GOING ON? WH-WHERE AM I--?

SURK!

YER HURTIN' MY LITTLE FRIENDS!

SPIDERS! C-CRAWLING ON... ME?!

WATCH IT, BUSTER!

GET THEM OFF! G-GET THEM *OFF* OF ME!

THOSE *THINGS* ARE EVERYWHERE! H-HAVE TO GET AWAY! HAVE TO--

--OONF

WHAT THE--

--NO! *N-N-N-NOOO!*

STAY BACK!

D-D-DON'T *TOUCH* ME!

NYYAAGGHHH!

MEANWHILE, AND ELSEWHERE...

THOSE ARMS ARE GOIN' CRAZY! I'M CALLIN' FOR RE-INFORCEMENTS!

RIGHT! AND THEN LET'S GET THE HECK *OUT* OF HE--

-- OH, LORD! THE ARMS ARE SWINGIN' BACK FROM THE HARNESS! SMASHIN' INTO THE ***CONTROL CONSOLE!*** KNOCKIN' THE POWER OUT!

A-AN' NOW THE ***CLAMPS*** ARE POPPIN' OPEN! SWEET GEEZ, HARRY, TH-THE BLASTED THING IS--

--LOOSE!

TATATOW

WHOK

SPIDER-SENSE TINGLING! THERE'S DANGER NEARBY!

LOOKS LIKE MY LUCK IS CHANGING!

YEAH--FOR THE ***WORSE!***

DOC OCK'S ARMS! GOING ON A ***RAMPAGE!***

OOOO THE ARMS AREN'T INTELLIGENT ON THEIR OWN, BUT THAT MAKES THEM EVEN *MORE* DANGEROUS!

"BECAUSE THEY'RE NOT *CHOOSING* TARGETS! THEY'RE GOING THROUGH ANYTHING THAT STANDS IN THEIR WAY, BE IT POLICE--"

GROCER

POLICE

--OR *CIVILIANS!*

--DARN! ARM MOVED! I *MISSED!*

SO MUCH FOR MY "BULL'S-EYE" TRACK RECORD!

DON'T WORRY, FOLKS--

GROCER

--YOU'RE SAFE NOW!

CAN'T TANGLE WITH THE ARMS NOW! HAVE TO THROW A *SPIDER-TRACER*, SO I CAN FIND THEM LATER AND--

THANKS, SPIDER-MAN! I ALWAYS KNEW YOU WEREN'T THE MENACE THE NEWSPAPERS SAY YOU ARE!

THAT MAKES *TWO* OF US! BUT NOW I'D BETTER--

-- BLAST! THEY'RE *GONE!* BUT EVEN WITHOUT A SPIDER-TRACER, I'VE A GOOD IDEA WHERE THEY MIGHT BE--

"--HEADED!"

D-DOCTOR JEFFERSON!! I-IT WAS THE WORST DREAM EVER! IT SEEMED SO *REAL*--!

KRASH

WHAT THE--?!

OH, NO! TH-THEY'RE AFTER ME! HELP ME, DOCTOR!

PLEASE! L-LEAVE ME ALONE!

DRUGS BOLSTERED HIS SUBCONSCIOUS! THE ARMS ARE STILL OBEYING HIS *DREAM* COMMAND TO *SAVE* HIM!

WE'LL HANDLE THIS, DR. JEFFERSON!

NO! WAIT--!

KRAK

WHY?! I-I'VE DONE NOTHING! WHY ARE YOU SHOOTING AT *ME*? WH...

...WHY? BECAUSE THEY *ALWAYS* TRY TO KILL ME! NO MATTER *HOW* GOOD I'VE BEEN!

I WAS A FOOL TO THINK *ANYONE* WOULD TRY TO HELP ME! I WAS *INSANE*!

BUT I SEE IT ALL CLEARLY NOW! I KNOW WHO I AM!

OUT OF MY WAY, HUMAN WORMS!

THOK

CHUD

DOCTOR OCTOPUS IS BACK!

FI FI FI

AND THUS, TWENTY MINUTES LATER, AFTER THE ECHO OF HIGH-PITCHED LAUGHTER HAS FADED...

TRY TO UNDERSTAND, OFFICER--!

WE'LL DO OUR BEST, DOCTOR. BUT IF MY MEN ARE PUT AT HAZARD, WE'LL USE WHATEVER ***FORCE*** IS NECESSARY.

TERRIFIC. OLD "DAY-LATE-AND-A-DOLLAR-SHORT" SPIDEY DOES IT AGAIN!

NOT ONLY HAS DOC OCK ESCAPED WITH HIS ARMS, AND APPARENTLY GONE BACK TO HIS ***CRIMINAL*** WAYS--

-- BUT I DIDN'T GET A SINGLE PICTURE TO SELL TO THE DAILY BUGLE! FACE IT, PARKER--

HOWEVER, AS A DISCONSOLATE SPIDER-MAN SWINGS BACK TO HIS CHELSEA APARTMENT--

-- A MORE ***SUCCESSFUL*** GROUP IS RETURNING TO ITS HEADQUARTERS ON THE HUDSON RIVER.

--YOU WOULDN'T KNOW ***GOOD*** LUCK IF IT STEPPED UP AND KISSED YOU ON THE MOUTH!

$10,000 CASH, AND ***TWICE*** THAT IN SECURITIES! NOT A BAD HAUL!

YEAH! MY SHARE'S GONNA BE ENOUGH TO BUY INTO THAT CONDO SCAM IN HOBOKEN!

YOUR SHARE, MERVIN, WILL BE EXACTLY WHAT I ***SAY*** IT WILL BE!

WHO THE--?!

OCTOPUS! WH-WHAT'RE *YOU* DOIN' HERE?!

WHAT DO YOU THINK? THIS IS ONE OF MY MANY HIDDEN *LAIRS*, IS IT NOT? JUST AS *YOU* ARE SOME OF MY MANY MINIONS!

WE AIN'T YOURS NO MORE, DOC! WE AIN'T GONNA RUN WITH SOMEONE WHO FREEZES UP LIKE A T.V. DINNER WHENEVER HE SEES *SPIDER-MAN!*

OH?

YOU THINK ME INCAPABLE OF LEADING *RIFF-RAFF* LIKE YOU?

HEY!

WH-WHAT'S HE--?

SHHHHRIP

UH, L-LIKE WE WAS SAYIN', BOSS--

--W-W-WELCOME BACK!

YESSSSSS. THAT'S *BETTER!*

A DAY PASSES. INFLATION GOES UP. SANITATION WORKERS GO ON STRIKE. AND STILL...

NO SIGN OF OCTOPUS! I'VE BEEN CRISS-CROSSING MANHATTAN FOR HOURS! IF ONLY THAT *TRACER* HADN'T MISSED!

MAYBE IT'S BEST THAT MARY JANE *IS* OUT OF TOWN. SHE'S ACCEPTED THAT I'M SPIDER-MAN--

--BUT SHE'D PROBABLY STILL GET NERVOUS AT THE WAY I'VE BEEN *LOOKING* FOR TROUBLE!

OH, WELL, IF I CAN'T FIND DOC OCK--

--MAYBE I CAN LURE *HIM* TO *ME!*

QUICKLY, SPIDER-MAN SWINGS DOWNTOWN TO CHECK AN EXCLUSIVE GREENWICH VILLAGE APARTMENT--

-- AND, FINDING IT EMPTY, RE-ROUTES HIMSELF TO A MORE *FAMILIAR* LOCALE...

DAILY BUGLE

...WHERE CITY EDITOR *KATHRYN CUSHING* IS PUTTING IN ANOTHER LONG DAY.

HAVE TO DUMP THAT CITY COUNCILMAN STORY. JUST COULDN'T GET ENOUGH CONFIRMATION ON--

PARDON ME, BUT I FORGOT TO PICK UP THE EVENING EDITION.

WHAT--?

COULD YOU TELL ME WHAT HAPPENED IN "*BROOMHILDA*" TODAY?

SPIDER-MAN! NOT FUNNY, MISTER! I'M CALLING *SECURITY!*

FINE. IF YOU THINK THEY CAN STOP... *DOCTOR OCTOPUS!*

"DOC...?"

NO. I-I DON'T.

I THOUGHT THAT'D GET YOUR ATTENTION!

SMALL WONDER. SINCE OCTOPUS ONCE KIDNAPED ME TO GET TO YOU!*

IT WAS... A HUMILIATING EXPERIENCE.

I KNOW. BUT MAYBE I CAN SEE THAT HE NEVER HURTS ANYONE AGAIN! WITH YOUR HELP--

*IN WEB #5.--J.S.

-- AND THE BUGLE.

I DON'T LIKE MY PAPER TO BE USED FOR ANYTHING!

BUT, IF IT WILL HELP STOP THAT LUNATIC...

A PLAN IS DISCUSSED, AND RELUCTANTLY AGREED UPON.

WHILE SOME TIME LATER, AT THE SOUTH BROOKLYN PSYCHIATRIC FACILITY...

PSSST!

DOCTOR JEFFERSON! DON'T BE SCARED!

I'M STARTLED, SON...

...BUT AFTER TWENTY-FIVE YEARS IN MY PROFESSION--

--VERY LITTLE FRIGHTENS ME.

GOOD! I'VE FIGURED A WAY TO STOP DOCTOR OCTOPUS, SIR, BUT I'LL NEED YOUR HELP TO FOOL HIM!

HELP IS WHAT I'VE TRIED TO OFFER THE POOR DEVIL. FREED FROM HIS OBSESSIONS, HE COULD BE OF TREMENDOUS BENEFIT TO HUMANITY.

" HIS BRILLIANCE AND COMPASSION ARE NATURAL RESOURCES THAT COULD MAKE THIS WORLD A BETTER PLACE. BUT TRICKING HIM...?"

DOCTOR, YOU WANT HIM SANE-- AND SO DO I.! BUT NEITHER OF US CAN DO ANYTHING WHILE HE'S STILL ON THE LOOSE!

PLEASE?

I... ALL RIGHT. I'LL LISTEN.

AS A RESULT, TWO DAYS LATER...

CURSE THAT CHARLATAN! HE WAS IN IT FOR THE MONEY ALL ALONG!

DAILY BUGLE 30¢

DOC OCK DOC TO TELL ALL

DR. CHARLES JEFFERSON TO WRITE MEMOIRS

BUT I'LL NOT LET MY PRIVATE EMBARRASSMENTS BE AIRED IN PUBLIC! JEFFERSON'S SLEAZY BOOK MUST NEVER BE PUBLISHED!

NEVER!

AND THUS, THAT NIGHT IN SOUTH BROOKLYN...

ELEVEN-THIRTY.

ROUNDS ALMOST OVER. NEARLY TIME TO GO HOME.

I GUESS SPIDER-MAN'S PLAN DIDN'T--

-- WORK?

NAUGHTY, NAUGHTY, DOCTOR!

YOU KNOW WE PROFESSIONALS AREN'T SUPPOSED TO *TREAT AND TELL!*

OTTO! I-I'M SORRY IT HAS TO COME TO THIS! TRULY I AM!

A-ALL RIGHT! HE'S *HERE!*

SPECIAL POLICE UNITS? A *TRAP?!*

REALLY, JEFFERSON, DID YOU THINK THESE OVERWORKED PUBLIC SERVANTS COULD STOP *ME?*

THEY'RE JUST HERE TO CART YOU AWAY, DOC!

EH--?

I'M HERE TO DO THE *STOPPING!*

YOU!!

G-GET AWAY FROM ME! GET AWAY, YOU...

...Y-Y-YOU.

.. SPIDER!

THANKS FOR HELPING TO LURE OCTOPUS HERE, DR. JEFFERSON. I'LL SEE THAT THE *BUGLE* PRINTS A RETRACTION OF THE "MEMOIRS" STORY TOMORROW.

AND NOW THAT OCK IS FROZEN LIKE A LEMON-LIME *POP-SICLE*, WE CAN--

--OH, NO! I-I DIDN'T REALIZE!

DOC OCK MAY BE DEAD IN THE WATER--

PRAKSH

--BUT HIS ARMS AREN'T!

HE MUST HAVE LEARNED FROM HIS MISTAKES! PROGRAMMED THE ARMS TO SENSE HIS IMMOBILITY, AND THEN STRIKE OUT AT ANYTHING THAT MOVED--

--FIGURING *I'D* HAVE TO BE THE CAUSE OF IT ALL!

GET JEFFERSON TO SAFETY AND CLEAR THE AREA-- *NOW!*

THOSE ARMS AREN'T INTELLIGENT, AND THERE'S LESS CHANCE OF SOMEONE GETTING HURT--

--IF THEY'VE ONLY GOT ONE *TARGET* TO GO AFTER!

CHRUNCH

EVEN WITH OCK A ZOMBIE, HIS ARMS ARE TEARING THIS PLACE APART!

AND IT'S *MY* FAULT!

MAYBE I CAN WEB A COUPLE OF THEM TO THE FLOOR AND--

NOPE!

DIDN'T EXPECT THIS! DON'T KNOW THE LAYOUT OF THE HOSPITAL!

WHAT IF I LEAD THE ARMS TO A PATIENTS' AREA? WHAT IF--

--AHA! THE *BASEMENT!*

BASEMENT

COULDN'T BE ANYTHING DOWN HERE!

YEAH. INCLUDING A *WAY OUT!*

C'MON, SPIDEY--THINK! USE YOUR BRAIN BEFORE THOSE ARMS TURN IT INTO *PUDDING!*

OCK IS OBSESSED WITH KILLING ME! BUT WHAT *ELSE* MATTERS TO HIM? WHAT COULD POSSIBLY BE MORE IMPORTANT THAN--

--WAIT A MINUTE!

HERE I AM TRYING TO SAVE MY SKIN, WHEN THAT COULD BE THE *ANSWER!*

ESPECIALLY IF OCK PROGRAMMED THOSE ARMS TO SAVE--

PHSSSSs

--HIS *OWN!*

STEAM'S HOT! HOT ENOUGH TO *BURN!* BUT IS IT ENOUGH TO--

"--YES! OCK'S ARMS ARE PROGRAMMED TO *PROTECT* HIM! EVEN IF THAT MEANS--"

--LOSING *ME!*

GONE! MAYBE I COULD STILL CATCH HIM, BUT I'VE *GOT* TO FIND OUT HOW MUCH HARM WAS DONE-- *I'VE* DONE--HERE!

AND...

I'M REALLY SORRY ABOUT THE DAMAGES, DR. JEFFERSON.

SO AM I -- BUT INSURANCE SHOULD COVER MOST OF IT. THE IMPORTANT THING IS THAT NO ONE -- INCLUDING OTTO OCTAVIUS -- WAS SERIOUSLY INJURED.

SO MUCH FOR THE BEST-LAID PLANS OF MICE AND *SPIDER*-MEN!

DOC OCK'LL THINK TWICE BEFORE TANGLING WITH ME AGAIN, I SUPPOSE, BUT OTHER THAN THAT... I FEEL LOUSY.

NEVERTHELESS, THE NEXT MORNING...

CONGRATULATIONS, PETER--

DAILY BUGLE

--YOU FINALLY CAME UP WITH SOME SPIDER-MAN SHOTS MS. CUSHING WAS WILLING TO *PAY* FOR!

CCOUNTS AYABLE

TOO BAD MY AUTOMATIC CAMERA WAS SET UP IN THE *HALLWAY* INSTEAD OF THE BASEMENT!

STILL, THE PHOTOS I DID SELL SHOULD FINANCE MY NEW WEB-SHOOTERS -- WITHOUT HAVING TO ASK *MARY JANE* FOR A LOAN!

BUT WHAT'S EVEN MORE IMPORTANT IS THAT I'LL BE ABLE TO WORK ON THEM IN *PEACE* -- I WON'T BE HEARING FROM DOCTOR OCTOPUS FOR A LONG, LONG TIME!

YEAH.

RIGHT!

IT'S CLEAR. *VERY* CLEAR.

I'LL NEVER BE ABLE TO FUNCTION PROPERLY AS LONG AS *SPIDER-MAN* IS AROUND. AND SINCE I'M INCAPABLE OF CONFRONTING HIM DIRECTLY, I MUST PUT AN END TO HIM *ANOTHER* WAY!

IT'S QUITE SIMPLE, REALLY. SINCE SPIDER-MAN'S BASE OF OPERATIONS IS MANHATTAN, THE SUREST WAY OF DESTROYING *HIM*--

--IS BY DESTROYING *NEW YORK CITY!*

YES, IT'S SO *VERY* CLEAR...

TO BE CONTINUED...

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the AMAZING SPIDER-MAN®

I'VE CONQUERED MY *FEAR* OF YOU, SPIDER-MAN!

TODAY **DOCTOR OCTOPUS** WINS!

SAVIUK - ABEL

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

INTO EVERY LIFE, A LITTLE SUNSHINE MUST FALL--EVEN INTO THE LIFE OF THE AMAZING SPIDER-MAN!

FOR AS HE SWINGS THROUGH THE GLASS-AND-STEEL CANYONS OF NEW YORK CITY, TESTING HIS BRAND NEW, HIGHLY-MODIFIED WEB-SHOOTERS, HE FINDS--

THEY WORK! HA HAAA!

THEY WORK!

I'LL TAKE MANHATTAN!

DAVID MICHELINIE — WRITER
ALEX SAVIUK — PENCILER
VINCE COLLETTA — INKER
RICK PARKER — LETTERER
JANET JACKSON — COLORIST
JIM SALICRUP — EDITOR
TOM DEFALCO — EDITOR IN CHIEF

I'VE WANTED TO REDESIGN MY WEB-SHOOTERS FOR SOME TIME, TO UTILIZE SPACE-AGE PLASTICS TO MAKE THEM LIGHTER, MORE FLEXIBLE--

PAN AM

-- AND SO THEY WON'T TRIP *METAL DETECTORS* AT AIRPORTS!

THE NEW MATERIALS WERE EXPENSIVE, BUT WORTH IT! LOOK AT THAT! EMPIRE STATE BUILDING!

BULL'S-EYE!

THESE SHOOTERS CAN DO EVERYTHING MY OLD ONES COULD-- SPIN EVERYTHING FROM THIN STREAMS TO THICK GLOBS!

BUT I'VE ALSO MADE SOME *IMPROVEMENTS!*

SPEAK OF THE DEVIL! I CAN SEE THE RED *L.E.D.** SHINING UNDER THE THIN MATERIAL OF MY COSTUME!

*THAT'S *L*IGHT *E*MITTING *D*IODE -- J.S.

AND THAT'S MY CUE!

TOO MANY TIMES I'VE RUN OUT OF WEBBING IN MID-SWING-- AND ALMOST PAID FOR IT WITH MY *LIFE!*

NOW, I'VE ADDED A *SENSOR* THAT CAN TELL WHEN THE PLASTIC POUCH IS ABOUT TO RUN DRY--

--AND THEN LIGHT UP THE L.E.D. TO *WARN* ME!

YEP! ALL GONE!

SPUT

NOW I CAN EITHER ROTATE MY WRIST BAND, MOVING A FRESH WEBBING POUCH INTO PLACE--

--OR REPLACE THE EMPTY WITH ONE OF THE SPARE "BAGGIES" ON MY CAMERA BELT!

BUT THERE'S ANOTHER IMPROVEMENT I'M EVEN *MORE* PLEASED WITH!

MY *TRACER LAUNCHER!*

MY SPIDER-TRACERS HELP ME TRACK CROOKS WHEN THEY'RE OUT OF SIGHT.

BUT *THROWING* THE TRACERS WAS ALWAYS A HIT-OR-MISS PROPOSITION!

BY INSTALLING A TINY, SPRING-LOADED *LAUNCHER* ON THE BACK OF MY WEB-SHOOTER--

"-- I'VE NOT ONLY REDUCED THE ELEMENT OF *LUCK*--

"--BUT I'VE ALSO INCREASED MY RANGE AND ACCURACY!"

GUESS I MIGHT AS WELL CHECK THE SHOOTER ON MY *RIGHT* WRIST NOW.

THHH WIP

GREAT! L.E.D.'s BLINKING JUST AS IT SHOULD--

--UH-OH.

M-MAYBE I SHOULD HAVE *LOOKED* BEFORE I *WEBBED!*

YOU MORON! YOU MANIAC! YOU *MENACE!*

DON'T WORRY, SIR! I-IT'LL *DIS-SOLVE* IN ABOUT AN HOUR!

UH, SORRY...!

I'LL SUE!

MY *DOG* WILL SUE!

ROWF!

BUT WHILE SPIDER-MAN SWINGS OFF HEADING FOR HIS CHELSEA APARTMENT BUILDING--

-- TWO UNEXPECTED *VISITORS* HAVE ALREADY ARRIVED!

HIS AUNT, MAY PARKER, AND HIS WIFE'S AUNT, ANNA WATSON.

PETER WILL BE SO *SURPRISED* THAT WE'VE COME TO TAKE HIM TO DINNER!

YES, I'M SURE HE'S TIRED OF "BACHING IT" WHILE MARY JANE IS OFF MODELING IN COLORADO!

OH, MY. HE DOESN'T SEEM TO BE HOME.

TOK TOK

WHAT SHOULD WE DO?

WELL, PETER DID GIVE ME A KEY, IN CASE OF EMERGENCIES. I DON'T THINK HE'D MIND IF WE WAITED INSIDE.

HOWEVER, SECONDS LATER, AS PETER PARKER RETURNS HOME IN HIS OWN INIMITABLE STYLE...

EVERYTHING'S A-OK. NOW TO--

I'M GOING INTO THE LADIES ROOM TO FRESHEN UP, ANNA.

AUNT MAY?!

C-COMING IN *HERE*?!

BUT THERE'S NO TIME TO *CHANGE!*

I'LL BE BACK IN-- ⇒GASP⇐

OH, MY GOODNESS! *PETER--!*

I- I'M SO SORRY! I DIDN'T REALIZE YOU WERE TAKING A *SHOWER!*

MY FAULT, AUNT MAY.

WITH THE WATER RUNNING, I GUESS I DIDN'T HEAR YOU *KNOCK!*

I'LL BE OUT IN A MINUTE.

ALL RIGHT, DEAR. TAKE YOUR TIME.

≋WHEW≋ THAT WAS CLOSE! GUESS MY SPIDER-SENSE DIDN'T WARN ME BECAUSE I DON'T CONSIDER AUNT MAY A *DANGER!*

BUT I'M NOT OUT OF THE WOODS YET. ALL MY CLEAN CLOTHES ARE IN THE BEDROOM! LOOKS LIKE I'LL HAVE TO IMPROVISE!

AND...

ALL SET, AUNT MAY! HI, ANNA!

HELLO, PETER. WE THOUGHT WE'D BE YOUR "DINNER DATES" TONIGHT.

YES, BUT DO PUT ON SOMETHING *FRESH*, WON'T YOU?

IT'S NOT SMART TO LET YOURSELF *GO* WHEN MARY JANE ISN'T AROUND.

I AGREE, AUNT MAY.

THINGS *CAN* GET A LITTLE OUT OF HAND WHEN *MJ* ISN'T HERE TO, UH, *WATCH OUT* FOR ME!

≋HEH≋

WHILE AT THAT MOMENT, AS A LATE-AFTERNOON SUN CASTS LONG SHADOWS ACROSS A NEW JERSEY AIRFIELD..

AL'S AIR RENTS

NO, SIR, IT'S NOT THE MONEY-- FOR THAT KIND OF JACK I'D SELL MY *SISTER*.-

BELIEVE ME, I'D LOVE TO RENT YOU MY CROP-DUSTIN' HELICOPTER, NO QUESTIONS ASKED! TROUBLE IS, MY *INSURANCE* SAYS THAT ONLY AN AUTHORIZED EMPLOYEE OF *AL'S AIR RENTS* CAN FLY THE THING!

AN' EDDIE HERE, MY ONLY CHOPPER PILOT, IS BOOKED SOLID FOR THE NEXT MONTH!

I SEE.

WH-WHAT THE--?!

EDDIE!

SSSHHINK

EEEEEYYAA

KRRRAK

SPUISH

IT APPEARS THAT EDDIE IS NO LONGER *AVAILABLE*.

I SUGGEST YOU AUTHORIZE *MARTIN* TO TAKE HIS PLACE.

HI. I'M MARTIN. YOU GOT A PROBLEM WITH THAT, AL?

N-N-NO! =GULP!= N-NOT AT ALL!

NIGHT PASSES QUIETLY-- THOUGH A CERTAIN NEW JERSEY BUSINESSMAN NAMED **AL** GETS LITTLE SLEEP.

AND THE NEXT MORNING, AT THE MIDTOWN HEADQUARTERS OF NEW YORK'S PREMIERE DAILY NEWSPAPER--

-- AS PETER PARKER LOOKS FOR PHOTO ASSIGNMENTS...

DINNER WAS GREAT. AND EVEN GREATER, ANNA AND AUNT MAY PICKED UP THE **TAB!** BUYING THE MATERIALS FOR MY NEW WEB-SHOOTERS DROPPED MY CHECKING ACCOUNT SO LOW--

--I'M SURPRISED THE BANK CAN STILL **FIND** IT!

GEE, PETER, YOU CERTAINLY LOOK CHIPPER TODAY.

WHO **DIED?**

SORRY IF I'M NOT ALL SMILES, JOY.

GOT THE "LONG GREEN" BLUES AGAIN.

REALLY? BUT YOU'VE BEEN **WORKING.** I SAW THE SHOTS YOU TOOK AT THE SOUTH BROOKLYN PSYCHIATRIC FACILITY, THE ONES OF SPIDER-MAN TRYING TO STOP **DOCTOR OCTOPUS** FROM GETTING AWAY. * THEY WERE TERRIFIC! WISH I'D BEEN THERE TO FILE THE STORY!

THANKS. BUT THAT WAS DAYS AGO. AND I'VE HAD.. EXPENSES.

* SEE LAST ISSUE.-- J.S.

C'MON, HANDSOME, I CHECKED WITH THE *BUGLE'S* SOCIETY EDITOR--YOUR BLUSHING BRIDE BRINGS HOME MORE BACON THAN OSCAR MAYER!

WHY DON'T YOU JUST RELAX AND ENJOY?

WHOOPS! GOTTA RUN! I HEARD THAT A LABOR RIOT WAS ABOUT TO ERUPT DOWN AT CITY HALL, AND I DON'T WANT TO BE **LATE!**

SURE, JOY. UH, HAVE FUN!

PETER?

HI, ROBBIE.

HOPE YOU DON'T MIND, BUT I OVERHEARD YOUR CONVERSATION-- EDITORS ARE PAID TO HAVE ***BIG EARS***, YOU KNOW.

I HAD AN IDEA A WHILE BACK, ONE THAT MIGHT HELP YOUR RECURRING FINANCIAL PROBLEMS. BUT I NEVER KNEW HOW TO TELL YOU.

GUESS THE BEST WAY IS TO JUST BLURT IT OUT.

PETER, YOU SEEM TO HAVE A CHRONIC DIFFICULTY MAKING A LIVING AS A FREELANCE PHOTOGRAPHER. SO MAYBE... WELL... MAYBE YOU SHOULD CONSIDER SOME ***OTHER*** LINE OF WORK.

WHAT?

I HOPE YOU UNDERSTAND THAT I'M JUST TRYING TO HELP. CONSIDER IT FATHERLY ADVICE. I HAVE TO GO PUT THE AFTERNOON EDITION TO BED NOW, BUT--

--THINK IT OVER, OKAY?

WOW.

THAT NIGHT...

ALL THROUGH SCHOOL I WANTED TO BE A ***SCIENTIST.*** TAKING PICTURES WAS A SIDELINE, A WAY TO PAY FOR MY EDUCATION.

BUT SOMEHOW, PHOTOGRAPHY BECAME A WAY OF LIFE, AN ***END***, INSTEAD OF A MEANS TO--

EEEEEE!

A SCREAM! MUSIC TO MY EARS!

LORD, THAT *SOUNDS* CALLOUS! EVEN IF I ***DO*** NEED MONEY!

I'VE GOT TO DO SOME HEAVY THINKING ABOUT MY ***PRIORITIES!***

NEVERTHELESS, FIRST THINGS FIRST...

STAY SMART, PEOPLE! JUST KEEP IT COOL--

--UNLESS YOU WANT THIS PARTY TO TURN INTO "*DEATH-STYLES* OF THE RICH AND FAMOUS!"

C'MON, GUYS, YOU'RE WORKING HIGH SOCIETY NOW!

HUH--?

YOU SHOULD KNOW WHAT A *FAUX PAS* IT IS TO TAKE *ROBIN LEACH'S* NAME IN VAIN!

PWOK

HENRY! TH-THAT *CREATURE*--!

"CREATURE"?! ÷SIGH÷ MY ADORING PUBLIC!

I LOVE 'EM ALL!

THWIP

THWIP

BLAST! DIDN'T GET THAT ONE'S *GUN* WEBBED UP IN TIME!

BLAM

HENRY! *DO* SOMETHING!

HENRY'S PROBABLY BETTER AT HITTING *POLO* BALLS THAN *GOOF*-BALLS, MA'AM!

BETTER LEAVE THE ROUGH STUFF TO *ME!*

GOT TO MOVE THE ACTION OUTSIDE!

BESIDES BEING SAFER FOR THESE BLUE-BLOODS--

--MY AUTOMATIC *CAMERA* IS WEBBED TO ONE OF THE GARGOYLES--

--AND I NEED TO GET SOME GOOD *SNAPS* TO MAKE THIS *PAY!*

THE LAST ONE'S GETTING AWAY! RUNNING ONTO THE TERRACE!

AH! COULDN'T HAVE PLANNED IT BETTER MYSELF!

OKAY, PAL... PARTY'S *OVER!*

L-LEAVE ME ALONE!

BE CAREFUL! THAT PAINTING IS AN ORIGINAL *SENKEVICH!*

DON'T WORRY--

--I WON'T LAY A *HAND* ON HIM!

THWIP

NOOOOOOO!

KRRRITCH

AW, GEEZ...!

THAT PORTRAIT WAS PRICELESS-- AND *IN-SURED!* YOU SHOULD HAVE LET HIM GO, YOU BUMBLING OAF!

HEY!

I WAS TRYING TO *HELP* YOU PEOPLE!

POTCH

AND I DON'T APPRECIATE BEING CALLED *NAMES* FOR PUTTING MY *LIFE* ON THE LINE!

TANTRUMS WON'T INTIMIDATE *ME*, RUFFIAN! THE PRICE OF THAT SCULPTURE WILL BE ADDED TO THAT OF THE PAINTING--

--IN THE *LAWSUIT* I'M BRINGING AGAINST YOU!

"LAWSUIT?" YOU DON'T HAVE A BROTHER WHO WALKS HIS *DOG* OVER ON 54TH STREET, DO YOU?

SHEESH! BETTER GRAB MY CAMERA AND TAKE OFF BEFORE SOMETHING *ELSE* GOES WRONG!

MAYBE I SHOULD TRY TO FIND *DR. OCTOPUS* AGAIN.

THE WAY THAT GUY FREEZES COLD AT THE SIGHT OF ME WOULD DO MY BRUISED EGO NO *END* OF GOOD!

HOWEVER, HAD SPIDER-MAN BEEN WORKING AT A CERTAIN HIGHLY-SECURED MILITARY LAB ON LONG ISLAND, HE WOULDN'T HAVE NEEDED TO **LOOK** FOR DOCTOR OCTOPUS. FOR THAT METAL-ARMED MADMAN--

-- WOULD HAVE FOUND **HIM!**

CAREFULLY, GENTLEMEN. **CAREFULLY.** THAT BACILLUS IS EXPERIMENTAL, BUT COULD PROVE TO BE THE **DEADLIEST WEAPON** THIS COUNTRY HAS EVER DEVISED!

AND I CAN'T EXPRESS STRONGLY ENOUGH THE DEV-ASTATION THAT COULD RESULT FROM THE SLIGHTEST--

"-- ACCIDENT!"

KHRASH!

THE BACILLUS! GIVE IT TO ME! **NOW!**

QUICKLY! C-CLOSE THE VAULT DOOR-- **AGH!**

FOOLS!

WHUNT

THROO

CHOK

DID YOU THINK A LITTLE THING LIKE A TITANIUM STEEL DOOR WOULD STOP *DOCTOR OCTOPUS?*

IF MY INTELLIGENCE SOURCES ARE CORRECT--AND FOR THEIR SAKE, THEY'D *BETTER* BE--THIS CANISTER SHOULD BE ALL I NEED! ALL I REQUIRE TO BRING ABOUT THE TOO-OFTEN DELAYED DESTRUCTION OF--

--SPIDER-MAN!

BUT IGNORANCE, AS THEY SAY, IS BLISS. AND SINCE PETER PARKER KNOWS NOTHING OF THIS SINISTER THREAT, HE SPENDS THE FOLLOWING AFTERNOON AT THAT MOST COMMON OF MIDDLE-CLASS TIME-PASSERS:

WATCHING THE TUBE!

*THE BUGLE ONLY BOUGHT **ONE** OF MY SPIDEY PHOTOS. BUT AT LEAST THAT SHOULD KEEP ME IN **POPCORN** FOR A COUPLE OF-- EH?*

NAGEL

BRRRNG

*--INTERRUPT "GILLIGAN'S ISLAND" FOR A CHANNEL **9** NEWSBREAK.*

HELLO?
MARY JANE!
HEY, HOW ARE THINGS OUT IN DEEP POWDER HEAVEN?
SNOWY AND BEAUTIFUL AND *TERRIBLY* LONELY WITHOUT YOU.
I MISS YOU, PETER.
I MISS YOU, TOO, PRETTY LADY.
LISTEN, I ONLY HAVE A MINUTE, BUT I WANTED TO TELL YOU I'LL BE HOME THIS WEEK-END. BE WAITING FOR ME?
WITH BELLS ON!
SOUNDS KINKY-- I LOVE IT!
AND I LOVE *YOU,* PETER.
'BYE.
ONE OF THE MOST BEAUTIFUL WOMEN IN THE WORLD LOVES ME -- AND I STILL KEEP RISKING MY NECK FOR PEOPLE I DON'T EVEN *KNOW?*
I GOTTA BE CRAZ--EH?
NAGEL
--UPDATE ON THAT DR. OCTOPUS STORY.
AUTHORITIES CONTINUE TO DENY THAT A CANISTER OF ***BIOLOGICAL DETERRENT*** *DEVELOPED BY THE MILITARY WAS STOLEN.*
HOWEVER, THEY REFUSE TO SAY WHAT ***WAS*** *TAKEN BY--*
"BIO--" GERMS?!
MONEY AND JEWELS ARE *ONE* THING, BUT THE ONLY REASON SOMEONE STEALS BIOLOGICAL WEAPONS IS TO *KILL* PEOPLE! *LOTS* OF PEOPLE!
I CAN'T LET THAT HAPPEN. LIKE IT OR NOT--
--I'VE GOT TO *FIND* DOCTOR OCTOPUS!

EASY TO SAY--DIFFICULT TO DO!

FOR THE NEXT 20 HOURS, IN THE SHADOW OF A HUMAN CATASTROPHE THAT COULD ECLIPSE WAR ITSELF, SPIDER-MAN SEARCHES, HIS DESPERATION STEADILY GROWING.

HE ASKS QUESTIONS. OFTEN, HIS SUBJECTS ARE RELUCTANT TO ANSWER.

HE ASKS HARDER.

UNTIL AT LAST HE HAS ENOUGH THREADS TO WEAVE A PATTERN, A TAPESTRY OF CLUES THAT FORMS A SINGLE WORD:

"OCTOPUS!"

I KNOW WHERE YOU ARE, YOU MANIAC!

AND I'M COMING TO GET YOU!

THE WORLD TRADE CENTER: NOT NORMALLY A LOCATION ONE WOULD THINK OF WHEN SEEKING A GANG-LAND HIDEOUT.

BUT THEN, FEW WOULD CONSIDER THE CURRENT SITUATION--

--NORMAL.!

WORRY NOT, GENTLEMEN! EVEN IF YOUR *ENVIRONMENT SUITS* WERE TO FAIL, THIS SUITE IS SPECIALLY SEALED. THE BACILLUS WON'T HARM *US*.

IT WILL MERELY KILL THE *OTHER* 8 MILLION PEOPLE ON THIS TACKY ISLAND!

THE CATATONIA THAT SPIDER-MAN INDUCES IN ME BY HIS MERE PRESENCE IS IMPEDING MY BRILLIANT CRIMINAL CAREER! THEREFORE, I MUST SEE THAT SUCH INTERFERENCE *STOPS*.!

AND SINCE HISTORY SHOWS THAT MANHATTAN IS SPIDER-MAN'S HOME TERRITORY, BY ENDING ALL LIFE *HERE*, I WILL SURELY END *SPIDER-MAN*.!

=GULP=

VERY WELL, MARTIN--

--YOU MAY BRING THE HELICOPTER. WHEN YOU REACH THE TIP OF MANHATTAN, BEGIN SPRAYING THE BACILLUS! ACTIVATION CODE--

--ALBATROSS.!

NO!

KREEESH

GET AN EYEFUL, DOC!

IT'S TIME TO PLAY "POPSICLE!"

NO! N-NOT YOU! I-IT CAN'T BE--

--SPI--

--DER--

--MAN...?

AH-AH, SLICK! YOU'RE NOT GOING ANYWHERE! I HEARD *EVERYTHING* WHILE I WAS WAITING OUTSIDE THAT WINDOW!

SO YOU'RE GOING TO GET ON THE RADIO AND TELL THAT PILOT TO ABORT! *NOW!*

I-I CAN'T!

WHY NOT?

"HE ONLY RESPONDS TO *CODE* PHRASES! AND THE ONLY PERSON WHO KNOWS THEM--

"--IS *DOCTOR OCTOPUS!*"

WHAT?! Y-YOU MEAN THE *ONLY* MAN WHO CAN SAVE MILLIONS OF LIVES IS--

--OH, LORD. WHAT HAVE I *DONE*?

SPIDER-SENSE! WARNING OF DANGER!

OCK'S ARMS STARTING TO MOVE ON THEIR *OWN*!

LOOK OUT!

OCTOPUS PROGRAMMED HIS ARMS TO ATTACK AT RANDOM IF HE EVER FROZE UP! I SHOULD'VE REMEMBERED THAT FROM THE LAST TIME!*

*AGAIN, LAST ISSUE.--J.S.

BUT WHAT NOW?

THERE'S SO MUCH AT *STAKE*!

I'VE GOT TO SNAP DOC OCK OUT OF HIS TRANCE! BUT *HOW*?

MAYBE I CAN FIGURE SOME WAY TO *REVERSE* HIS CONDITION IF I THINK BACK TO HOW HE *GOT* THAT WAY! TO THE REASON WHY--AW, NO. NOT *THAT*!

THIS ALL STARTED WHEN I CONVINCED HIM HE COULDN'T *WIN* AGAINST ME! THAT HE COULD *NEVER* DEFEAT SPIDER-MAN!* IT WAS TOO MUCH FOR HIS EGO!

I'M NO SHRINK, BUT THE ONLY WAY I CAN THINK OF TO *CHANGE* THAT... IS TO *LOSE!*

*IN SPECTACULAR SPIDER-MAN #79--J.S.

I'LL HAVE TO *LET* HIM HIT ME! HAVE TO--

NUTS! I DODGED OUT OF HABIT! OUT OF *INSTINCT!*

I CAN'T TURN MY *SPIDER-SENSE* OFF! BUT MAYBE I CAN IGNORE IT! *OVERRIDE* IT!

THEN SET MYSELF UP FOR--

WHAM

TRIED TO ROLL WITH IT! BUT IT STILL *HURT!*

A FEW MORE LIKE THAT--

--AND I WON'T HAVE TO *PRETEND* TO BE A TARGET!

LOOK! H-HE'S *DOIN'* IT!

DOCTOR OCTOPUS IS BEATING SPIDER-MAN!

D...DOCTOR...?

I?

I-I AM DEFEATING...

...SPIDER-MAN?

IT'S TRUE! I-I AM WINNING!

HE'S COMING TO! TAKING CONTROL OF HIS ARMS!

BUT THAT MAKES THEM EVEN *MORE* ACCURATE!

THOD

AGK!

GOTTA GET OUT! WH-WHILE I *CAN*.!

HE'S RUNNING! HE'S RUNNING AWAY!

FROM *ME*!

EITHER THEY BUILT TWO MORE TOWERS ONTO THE TRADE CENTER WHILE I WAS INSIDE, OR I'M STARTING TO SEE *DOUBLE*!

I'M SHAKY! NOT USED TO THIS KIND OF *PUNISHMENT*!

NEED TO REST! GET SOME OF MY *STRENGTH* BACK BEFORE--

-- OH, PLEASE.

NO MORE.

I WAS A FOOL TO *BELIEVE* YOU! MY STRENGTH AND SUPERIOR INTELLIGENCE ARE *MORE* THAN A MATCH FOR YOUR PALTRY SKILLS!

THEY ALWAYS *HAVE* BEEN!

A-AS PUNCH-DRUNK AS I AM... OCK COULD SNAP ME IN TWO... AND I COULDN'T *STOP* HIM!

M-MAYBE... THIS WASN'T SUCH A GOOD IDEA... AFTER ALL!

THE MASTER IS BACK! BEHOLD, WORLD:

AHAHAHAA

LOOK!

CALL THE POLICE!

CALL THE *NEWS-PAPERS!*

CAN'T BLACK OUT! ONE MORE... C-CARD TO PLAY!

OKAY, OCK... YOU'VE *WON!* B-BUT YOU DON'T WANT TO KILL... ALL YOUR *WITNESSES*... DO YOU?

EH?

THE *GERMS!*

DOCTOR OCTOPUS-- *TRIUMPHANT!*

OF COURSE! HOW SILLY OF ME!

HOW COULD I SULLY MY GREATEST CONQUEST WITH ALL THAT *NEGATIVE PUBLICITY?*

MARTIN? THIS IS OCTOPUS. CANCELLATION CODE--

"--*RAINBOW!*"

GUESS...TH-THIS IS IT...HUH? T-TIME FOR THE...*KILL!*

KILL? HEAVENS NO, DEAR BOY!

THAT WOULD BE FAR TOO *KIND!*

I HAD TO LIVE WITH *MY* HUMILIATION! NOW YOU--

--WILL HAVE TO LIVE WITH *YOURS!*

=OOF= YOU'RE A PRINCE, DOC.

AND AS SPIDER-MAN STRUGGLES TO HIS FEET...

CAN BARELY STAND. AND OCK'S PROBABLY MILES AWAY BY NOW!

NOT THAT I'M IN ANY SHAPE TO STOP HIM.

FOR SOMEONE WHO JUST SAVED THE CITY--

--I'M NOT SURE IF I'LL BE ABLE TO MAKE IT HOME IN ONE PIECE!

AND SO, MOMENTS LATER AT 410 CHELSEA STREET...

UNG F-FEEL LIKE I'VE JUST PLAYED... IN THE SUPER BOWL!

AS THE BALL!

AT LEAST MY SPIDER-POWERS HELP SPEED THE HEALING PROCESS. MOST OF THESE BRUISES SHOULD BE *MEMORIES* BY THE TIME MARY JANE GETS BACK.

AND SPEAKING OF M.J., I SHOULD PROBABLY CALL HER. SHE COULD HEAR ABOUT THIS ON THE NEWS. SHE'D BE WORRIED, AND BESIDES--

--IT'D BE GOOD TO TELL SOMEONE WHAT *REALLY* HAPPENED!

TO THE REST OF THE WORLD, I WAS A *LOSER* TODAY. JUST A CLOWN IN A COSTUME. I SHOULD BE ANGRY, FRUSTRATED, SMASHING MY *FISTS* INTO WALLS! BUT...

...I DON'T *FEEL* THAT WAY. I DID WHAT I HAD TO DO. *I* KNOW THAT. AND SOMEHOW, THAT'S ENOUGH.

WELL, I'LL BE. TAKE YOURSELF A BOW, PETER PARKER.

NAGEL

I THINK YOU JUST BECAME AN ADULT.

NEXT ISSUE: CHANCE ENCOUNTER!

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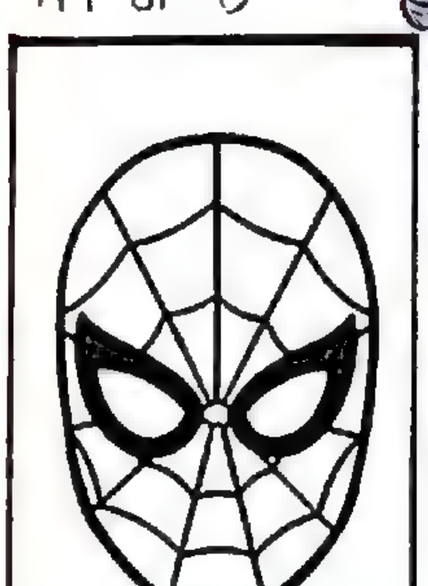
CHANCE ENCOUNTER!

McFARLANE 87



Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

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CHANCE ENCOUNTER!

YONKERS. HIGH ABOVE WHAT WAS, UNTIL TODAY, A U.S. TREASURY DEPARTMENT "SAFE" HOUSE...

NINE AGENTS. AUTOMATIC WEAPONS. SENTRIES POSTED AT ALL ACCESS POINTS. WONDERFUL!

I SHOULD BE HOME BEFORE LUNCH!

HOP IN, CONCARDI. YOU GOT A DATE IN *COURT!*

LOUSY MURDERER...!

YEAH, IF HE WASN'T TURNIN' STATE'S EVIDENCE, THEY'D BE STRAPPIN' HIM IN A CHAIR THAT *PLUGS IN* RIGHT ABOUT NOW!

A GROSS MISCARRIAGE OF JUSTICE, GENTLEMEN!

ALLOW ME TO *RECTIFY* IT!

CHT! T-TOW

CHTOW

BOGEY! TEN O' CLOCK!

ƎAGH!Ɛ

NOT "BOGEY"-- *CHANCE!*

THOUGH I DO ENJOY MR. BOGART'S WORK ON THE *LATE MOVIE* NOW AND THE--

--AH! SNIPER!

ACCORDING TO MY HELMET SCANNERS, HE'S SIGHTING IN APPROXIMATELY 170°--

--*BEHIND* ME!

ACID *DARTS* SHOULD DISARM HIM QUICKLY ENOUGH!

DUMB FEDS LEFT THE KEYS IN THE CAR! I-I BETTER SAVE MY *OWN* SKIN!

CONCARDI BOLTING! CAN'T ALLOW THAT! BETTER SWITCH MY WRIST BLASTERS TO *LASER* MODE AND HOPE THAT UNCLE SAM'S FINEST ARE TANKED UP WITH--

--HIGH OCTANE!

THERE GOES THE D.A.'S CASE-- UP IN SMOKE!

THAT'S ROUGH! REMIND ME TO CRY LATER!

MR. TREECE? CHANCE HERE. I'M HAPPY TO REPORT THAT I'VE WON OUR WAGER-- ORIN CONCARD! WON'T BE TESTIFYING AGAINST YOU!

I'LL BE BY TO PICK UP MY $10,000 MOMENTARILY!

A SATISFIED SMILE BLOSSOMING BENEATH HIS PENCIL-THIN MUSTACHE, CHANCE ROCKETS SOUTH TOWARD MANHATTAN--

--PASSING HIGH OVER THE CLOISTERS--

-- BUILDINGS OF ANCIENT ELEGANCE CURRENTLY SERVING AS A BACKDROP FOR MORE MODERN BEAUTY--

-- IN THE FORM OF FASHION MODEL MARY JANE WATSON-PARKER.

THAT'S FABULOUS! SUPER! JUST A COUPLE MORE ROLLS--

CLICK! WHIRRR!

"-- AND WE CAN CALL IT--

CLICK
WHRRR
CLICK
WHRRR
CLICK

"-- A WRAP!"

GREAT STUFF, KID! THE LENS LOVES YA! GOT TIME FOR A STUDIO SHOOT NEXT WEEK?

DON'T KNOW, HAL. I'LL CHECK WITH MY AGENCY.

AND SOON...

:WHEW:I LOVE THE WORK, BUT I'M *EXHAUSTED!*

I CAN SYMPATHIZE. *I'M* POOPED FROM JUST FIXING YOUR *HAIR* ALL DAY!

YOU DO A TERRIFIC JOB, SANDY. THANKS!

GUESS I'D BETTER GIVE *PETER* A CALL NOW. LET HIM KNOW I'LL BE LATE--

HOWEVER, AS CONNECTIONS ARE MADE.

--AT *410* CHELSEA STREET...

PETER AND MARY JANE ARE BUSY RIGHT NOW--

CHELSE

--BUT IF YOU'LL LEAVE A MESSAGE AT THE TONE, WE'LL GET BACK TO YOU SOON.

BEEP

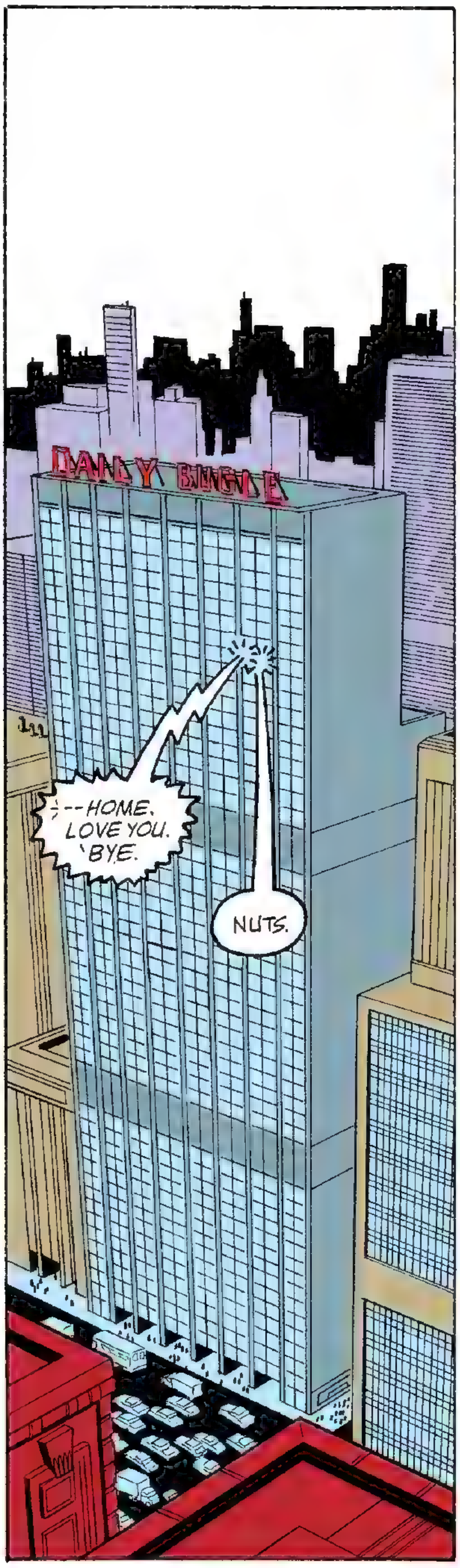
HI. IT'S ME. WE HAVE A CHANCE TO GET THAT CONDO IN THE *BEDFORD TOWERS*, HON.

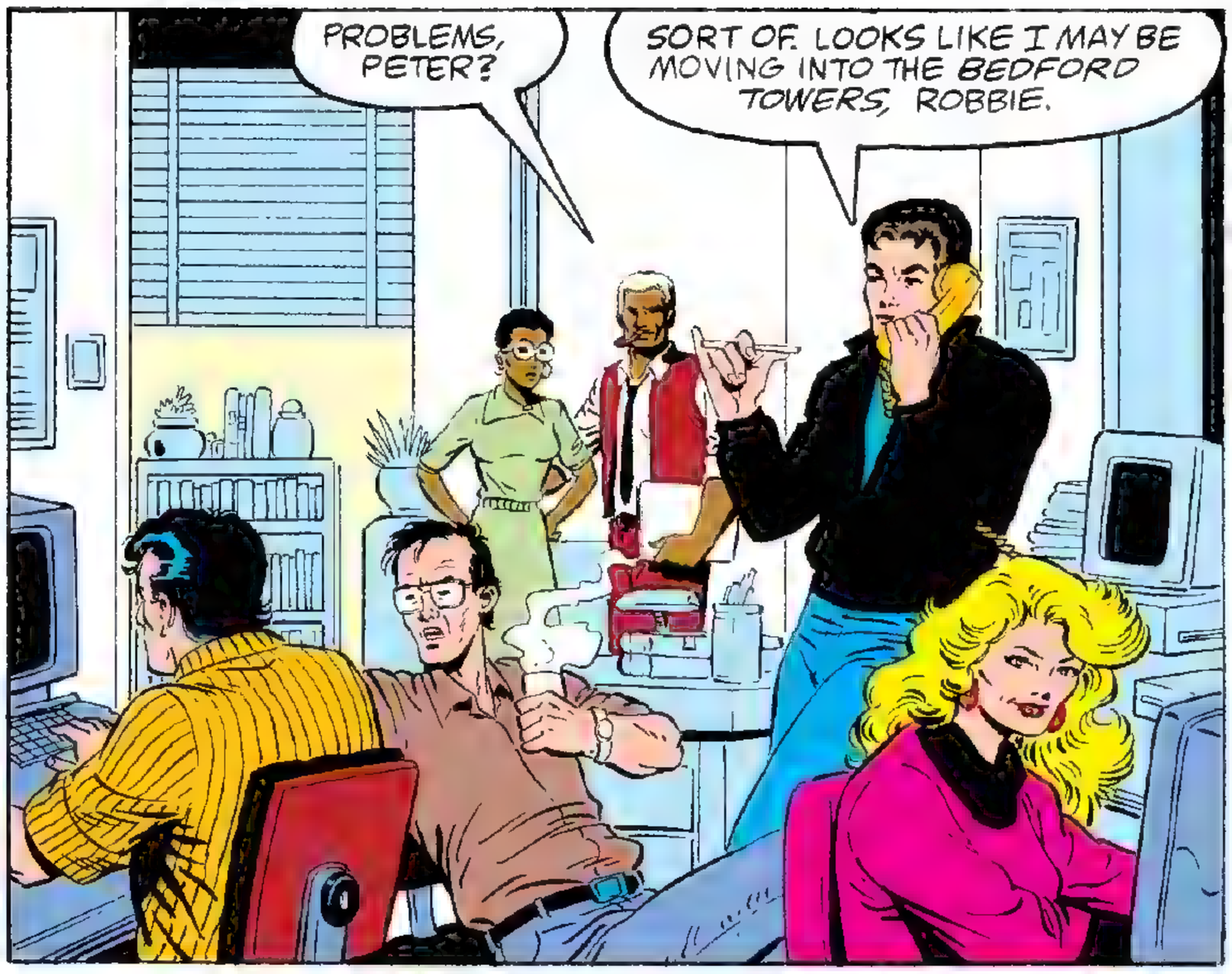
I'M GOING TO CHECK IT OUT ON MY WAY HOME. LOVE YOU. 'BYE.

BOY, MARRIED LIFE SURE IS AN ADJUSTMENT! SOMETIMES I FEEL LIKE I'M BACK IN SCHOOL, HAVING TO REPORT TO *MOM* ALL THE TIME!

'COURSE, HAVING A "MOM" AS CUTE AS PETER DOES MAKE IT EASIER TO TAKE!

HOURS LATER. THE DAILY BUGLE BUILDING, HOME OF NEW YORK'S CRUSADING DAILY NEWSPAPER, WHERE FREE-LANCE PHOTOGRAPHER **PETER PARKER** RETRIEVES A RECORDED MESSAGE...





YEAH.

THANKS.

YOU CAN'T JUST SIT AROUND *WAITING* FOR STORIES, GUY-- YOU'VE GOT TO GO *FIND* THEM!

THAT'S WHAT'S MADE *JOY MERCADO* TOP REPORTER IN THIS BURG!

HI, JOY.

F'RINSTANCE, I GOT THIS TIP ABOUT FOREIGN ARMS BEING UNLOADED AT PIER 17 TOMORROW NIGHT. CONGRESS IS CONSIDERING THEM FOR OUR MILITARY, BUT DOESN'T WANT *DOMESTIC* MANUFACTURERS TO GET WIND OF IT!

UNFORTUNATELY, I HAVE AN *EXECUTION* TO COVER TOMORROW BUT--

-- IF YOU WERE TO TAKE SOME PICS AND NOTES, I COULD WRITE THE STORY FROM THEM AND WE COULD *SPLIT* THE FEE! INTERESTED?

SOLD!

AND SOON, IN A DESERTED STAIRWELL...

WHO AM I FOOLING? MARY JANE MAKING SO MUCH MORE THAN I DO *DOES* BOTHER ME. OTHERWISE, I'D NEVER CONSIDER BEING JOY'S "STOOGE"!

AND I'D TAKE THE *BUS* LIKE A NORMAL PERSON, INSTEAD OF SAVING A FEW NICKELS BY GOING EVERYWHERE AS--

GLE

--THE AMAZING SPIDER-MAN.

NEVERTHELESS, AFTER A SHORT, AFFORDABLE WEB-SWING TO CHELSEA STREET--

--SPIDER-MAN'S SPIDER-SENSE ASSURES HIM THAT NO ONE IS WATCHING--

-- AND HE DROPS THROUGH A ROOFTOP SKYLIGHT INTO THE COMFORTABLE CHAOS HE CALLS--

--"HOME."

WHAT A MESS!

THIS PLACE WAS SMALL EVEN *BEFORE* MARY JANE MOVED SOME OF HER STUFF IN! AND NOW-- HEY, WHAT AM *I* COMPLAINING ABOUT?

MJ'S BEEN COMPLETELY *UPROOTED!* SHE'S TRYING TO KEEP HER CAREER GOING WHILE LIVING OUT OF BOXES, AND ALL I THINK OF IS *ME!*

I SHOULD DO SOMETHING FOR HER, TO LIFT HER SPIRITS. SOMETHING CRAZY... UNEXPECTED...

... DUMB.

HMMM...

WITH APOLOGIES TO THAT GUY IN *PYGMALION*--

People

VOGUE

CHIPPENDALES

--" I THINK I'VE *GOT* IT!"

AND THUS, AS EVENING ARRIVES--

CHELSEA APARTMENTS

--AND A DELICATE HAND FITS A KEY INTO A RABSON DEADBOLT LOCK...

SHLIK

PETER? IT'S ME-- HUH?

PETER?!

BONE-SWAR, MUH-DAM! YOUR CHICKEN MAC-NOO-GEETS ARE READY! AND FOR DEE-ZAIRT... =HAW-HAW=...

...ZE YOU-ZYU-ELL?

UHHH, PETER--

NAGEL

--I-I BROUGHT SANDY HOME TO MEET YOU.

HI!

EEP!

UH, H-HELLO, THERE!

S-S-SO NICE TO BE MET, ER--

--'SCUSE ME?

SLAM

OH, MARY JANE, HE *IS* CUTE!

UH-HUH.

AND GOOD FOR A FEW LAUGHS, TOO!

WHILE AT THAT MOMENT, IN FRONT OF THE WORLD-FAMOUS **HEARTH** RESTAURANT...

THAT WAS WONDERFUL, NICHOLAS. SO FEW MODERN MEN KNOW HOW TO TREAT A **LADY.**

THE DELIGHT, DEAR STEPHANIE, WAS ENTIRELY MY OWN. I--

--AH. HOW UNFORTUNATE. MY WRIST ALARM.

BEEP BEEP

THE *PAGING* TONE.

OH, POO.

I'M SORRY, DARLING. I LEFT INSTRUCTIONS NOT TO BE BOTHERED UNLESS IT WAS ***EXTREMELY*** IMPORTANT. I'LL CALL YOU TOMORROW. YOUR HUSBAND ***WILL*** STILL BE IN MADRID?

HERE, YOU TAKE THE LIMO. I'LL GET A--

--TAXI!

I'D LIKE TO BE AT RIVERSIDE AND 73RD IN FIVE MINUTES, MY GOOD MAN. BUT I DOUBT THIS VEHICLE IS CAPABLE OF SUCH A FEAT.

WANNA BET?

AS A MATTER OF FACT...

...I DO.

VRRROOOM

AND, 4½ MINUTES LATER, AT THE EXCLUSIVE PENT-HOUSE RESIDENCE OF ONE NICHOLAS POWELL...

WIN A FEW, LOSE A FEW. STILL--

--THE $500 I LOST TO THAT CABBY WAS NOTHING. NOT WHEN COMPARED TO THE PULSE-QUICKENING THRILL OF THE GAMBLE ITSELF!

FOR LIFE IS DULL AT BEST, AND IS MADE TOLERABLE ONLY BY RISK. THE GREATER THE RISK, THE GREATER THE WORTH.

THE GREATER THE VERY APPRECIATION OF LIVING.

THAT'S WHY I NEVER CHARGE FOR MY SERVICES. RATHER, I WAGER THEM AGAINST MY SUCCESS.

AND THAT'S WHY I ORIGINALLY BECAME--

PLIP

--CHANCE!

CODE 6-4-7: TRACE AND CONTACT MOST RECENT CALLER.

SECONDS PASS; ELECTRICITY HUMS. THEN...

SO GOOD OF YOU TO RETURN MY CALL, MISTER... AH... "CHANCE."

I'M CARLTON DRAKE, AND I HEAD AN ORGANIZATION CALLED "THE LIFE FOUNDATION." A CERTAIN MR. TREECE SAID YOU MIGHT BE ABLE TO HELP US WITH A LITTLE PROBLEM. A...

...$20,000 PROBLEM?

MY FAVORITE KIND.

WHERE SHALL WE MEET?

THE EVENING AGES, GROWING SLOWLY INTO FULL NIGHT. WHILE IN A CLUTTERED LIVING ROOM ON CHELSEA STREET...

IT WAS REALLY GREAT MEETING YOU, PETER. NOW I HAVE SOMEONE TO PICTURE WHEN MARY JANE TALKS ABOUT YOU.

JUST PICTURE HIM ***WITH*** THE ROBE, OKAY, SAN?

WELL, I'LL ***TRY***. LISTEN, GOOD LUCK ON GETTING INTO THE ***TOWERS***. LET ME KNOW, HUH?

SURE, SANDY. I'LL CALL YOU NEXT WEEK.

G'NIGHT.

NOW, "MONSIEUR," WHAT WAS THAT ABOUT... ***DESSERT?***

AW-HAW! ZE PREETY MUH-DAM HAS ZE SHARP MEE-MO-REE, NAW?

BUT OF COORZ, WE HAF SOMEZING SPECIAL ON ZE MENU TONIGHT. SOMEZING JUST FOR ***VOUS***.

EET EES CALLED...

...ZE VENUS BUTTERFLY!

OOO. I'LL TAKE ***TWO***.

PLAMP

UPTOWN.

MISTER MACVAY?

THE ENDICOTT BUILDING.

AYE?

WHERE THE BOARD OF DIRECTORS OF ***THE LIFE FOUNDATION*** HOLDS A CLOSED-DOOR SESSION.

AM I TO UNDERSTAND THAT YOU HAVE ***QUALMS*** CONCERNING MY CHOICE OF AN OPERATIVE?

THAT I HAVE, SAR. THIS ***CHANCE*** LADDIE FITS OUR NEEDS, A'RIGHT, BUT HE'S A WEE BIT ***FLASHY*** FER ME.

OUR CURRENT VENTURE COULD FAIR BE COMPROMISED IF'N TOO MUCH ***ATTENTION*** WAS TO BE DRAWN TO IT!

POINT TAKEN, MR. MACVAY. BUT CHANCE COMES HIGHLY RECOMMENDED, FOR HIS EFFICIENCY AS WELL AS HIS PROFESSIONALISM.

I BELIEVE WE CAN TRUST HIM TO EXERCISE THE PROPER DEGREE OF, SHALL WE SAY--

--***SUB***TLETY?

TAP TAP TAP

WHAT THE--?

GOTT IM HIMMEL!

GOOD EVENING! I HOPE YOU DON'T MIND THE RATHER *NONSTANDARD* ENTRANCE.

BUT I'VE FOUND THAT DOORMEN AND SECURITY GUARDS CAN BE MOST ANNOYING WHEN PLACED ON A *WITNESS STAND.*

THESE WINDOWS *DO* OPEN?

YOUR CONSIDERATION IS ADMIRABLE. WE WERE JUST DISCUSSING THE NEED FOR *RESTRAINT.*

YOU MUST BE *DRAKE.*

I'M CHANCE.

SO I GATHERED. I'LL GET TO THE POINT, SIR: TOMORROW EVENING, AT PIER 17, A SECRET SHIPMENT OF EURO-ARMS WILL ARRIVE. WE WANT YOU TO *STEAL* IT FOR US.

THAT'S TOO BAD. I MAY BE A MURDERER, BUT I HAVE MY STANDARDS.

I DON'T WORK FOR *TERRORISTS.*

REALLY, DO WE LOOK LIKE *HEATHENS?* THE ARMS ARE TO BE USED EXCLUSIVELY FOR DEFENSE, WITH NO CIVILIANS INVOLVED. MR. TREECE WILL VOUCH FOR OUR HONESTY, AS WELL AS OUR WAGER OF OF--

--TWENTY-*FIVE* THOUSAND DOLLARS?

OH. THAT'S *DIFFERENT.*

YOU'RE ON!

SHHHROW

MS. CAPUTO, IN THE EVENT THAT CHANCE IS SUCCESSFUL--

--DO REMEMBER TO DEDUCT THE PRICE OF A NEW *CARPET* FROM HIS FEE, WON'T YOU?

A DAY PASSES, FILLED WITH STORIES TO BE TOLD ANOTHER TIME.

AND AS A NEW NIGHT SETTLES OVER THE HUDSON RIVER, A VOLATILE CARGO IS TRANSFERRED FROM SHIP TO SHORE UNDER THE CAREFUL GAZE OF AN ELITE MILITARY GUARD.

WHILE NEARBY, AN UNAUTHORIZED PAIR OF EYES WATCHES THE WATCHERS...

JOY'S INFO WAS RIGHT ON THE MONEY! I'LL WAIT UNTIL A FEW MORE CRATES HAVE BEEN UNLOADED, THEN TAKE SNAPS OF--

US ARMY

--OH, NO! SPIDER-SENSE TINGLING! WARNING OF--

"--DANGER!"

WHAT THE--?!

SHRROW

CHA-BOOM!

CHANCE!

SO MUCH FOR CASUAL OBSERVING! GOT TO WEB MY AUTOMATIC CAMERA IN POSITION--

-- AND TAKE MORE *DIRECT* ACTION! YOU'D THINK I'D *READ* MORE NEWSPAPERS, SINCE I *WORK* FOR ONE! BUT I DIDN'T EVEN KNOW CHANCE WAS OUT OF JAIL!*

LOOKS LIKE IT'S UP TO ME TO PUT HIM *BACK!*

* SEE *WEB* #15.--J.S.

HOWEVER, BEFORE SPIDER-MAN CAN ACT...

GUESS I'VE MILKED THE ELEMENT OF SURPRISE FOR ALL IT'S WORTH! NOW FOR--

--PHASE TWO.-

YOU APPEAR TO BE THE RANKING OFFICER, CAPTAIN! ALLOW ME TO EXPLAIN YOUR PREDICAMENT:

WHAT MY POWER-BLAST IS DOING TO THAT RADAR TOWER, IT WILL NEXT DO TO AN *AMMO CRATE!*

THE *SHRAPNEL* ALONE WILL SLAUGHTER HALF YOUR MEN!

AMMUNITION

AMMUNITION

AMMUNITION

AMMUNITION

UNLESS, OF COURSE, YOU CHOOSE TO *COOPERATE.*

CEASE FIRE!

THAT'S AN *ORDER!*

WISE DECISION-- *WEST POINT?*

ALL RIGHT, JULIO. YOU MAY SURFACE NOW.

A SUBMARINE?! WOW. WHOEVER'S FINANCING THIS OPERATION MUST BE LOADED! AND NOW THAT I THINK OF IT--

--MAYBE I CAN TURN THIS INTO SOME EXTRA MONEY *MYSELF!* I MEAN, I'VE ALREADY *GOT* SHOTS OF CHANCE STEALING THE MUNITIONS.

IF I LET HIM GO, THEN FOLLOW HIM AND TAKE PICTURES OF SPIDER-MAN GETTING THE WEAPONS *BACK*, I COULD SELL *TWO* STORIES AND *DOUBLE* MY PAYCHECK!

IT'S KIND OF RISKY, BUT CHANCE ONLY KILLS PEOPLE HE'S *HIRED* TO KILL. SO ALL I SHOULD HAVE TO DO IS SIT TIGHT, AND HOPE NOTHING GOES--

--WRONG? TH-THE LIGHTS! THEY'VE *ALL* GONE OUT! B-BUT NEW YORK HASN'T HAD A *BLACKOUT* IN OVER A DECADE!*

* FOR AN EXPLANATION OF *THIS* ONE, SEE **X-FACTOR #25.**--J.S.

JUST TAKE IT EASY, SPIDEY! EMERGENCY GENERATORS SHOULD KICK IN SOON! E-EVERYTHING WILL BE OKAY AS LONG AS NO ONE DOES ANYTHING--

"--STUPID!"

NOW'S MY CHANCE! GOT TO GET TO MY RIFLE BEFORE--

REALLY, YOU'D THINK THEY'D *ASSUME* MY HELMET SCANS IN *INFRARED!*

FTAW!

=LUNG!=

WHA--

--N--

-- NOOOOOO!

SPIDER-MAN?

MOVING FASTER THAN MY TARGETING COMPUTERS CAN TRACK!

CHANCE!

YOU'RE *MINE!*

SLAVERY, SPIDER-MAN? IN THIS DAY AND AGE?

NOT QUITE, CHANCE! I DON'T WANT *ALL* OF YOU!

JUST THE PART YOU *SIT* ON!

SHOT BURSTS AND ACID DARTS NOT CONNECTING! HAVE TO TRY *SOMETHING* A BIT MORE--

SPAK

--PERSONAL!

FORGOT HOW *FAST* HE IS! CUT THROUGH MY WEB-LINE!

GOT TO CALM DOWN! STOP FIGHTING OUT OF ANGER!

OR I MIGHT END UP LOSING MORE THAN MY *TEMPER*!

SIRENS?

REINFORCEMENTS!

SIRENS?

AN AMBULANCE FOR THAT SOLDIER--?!

HAVE TO ALTER THE ODDS! BEST BET IS TO GIVE SPIDER-MAN SOMETHING *ELSE* TO WORRY ABOUT!

CH-T-
-TOW

ACID DARTS AT THE BASE OF THAT CRANE ARM SHOULD DO THE TRICK!

SHISSSS

BLAST! HAVE TO HIT CHANCE WITH A SPIDER-TRACER!

I'LL GO AFTER HIM ONCE I TAKE CARE OF THAT--

"--CRANE!"

SNAP

AGH! CAUGHT THE ARM, BUT THE AMMO'S STILL FALLING! G-GOTTA SWING IT OVER THE--

--WATER!

WHEW!

NO EXPLOSION!

THE DISTRACTION SUCCEEDS; CHANCE IS NOWHERE TO BE FOUND. SPIDER-MAN WILL SEARCH FOR HIM LATER.

BUT NOW, AS EMERGENCY GENERATORS FLOOD THE DOCK WITH LIGHT, THE MAN IN THE MASK HAS **OTHER** CONCERNS...

WE APPRECIATE YOUR HELP, SPIDER-MAN. WITHOUT IT, THIS SOLDIER MIGHT HAVE BEEN *KILLED!*

YEAH, BUT IF I HADN'T BEEN SO HUNG UP ON MAKING *MONEY*--

--HE WOULDN'T HAVE BEEN WOUNDED AT *ALL!*

SPIDER-MAN BROODS. MIDNIGHT ARRIVES. WHILE AT THE ENDICOTT BUILDING, PRIVATE POWER SUPPLIES PUSH BACK THE DARKNESS...

... SO THAT BUSINESS MIGHT PROCEED AS USUAL.

A *CASH RECEIPT*? MR. DRAKE, I DOUBT MANY BANKS WOULD HONOR *MY* SIGNATURE!

A MATTER OF INTERNAL BOOKKEEPING. A MERE *FORMALITY*.

IF YOU'D BE SO KIND...?

ALL RIGHT. FOR $25,000 I MIGHT AS WELL HUMOR Y--

--EEYIIIHIII!!

THAT PEN WAS A GOOD *CONDUCTOR*, SIR. HE'S OUT... BUT STILL *ALIVE*.

GOOD. THEN THE CHARGE IN THE *STUN PLATE* WAS ADEQUATELY CALIBRATED. AFTER ALL, WE DON'T WANT MR. CHANCE *DEAD*. AT LEAST--

--NOT *YET*.

ELSEWHERE, UNSUNG HEROES STRUGGLE TO RESTORE POWER TO THE GREATEST CITY ON EARTH.

BUT WITHIN THAT CITY, ANOTHER HERO STRUGGLES WITH A FOE HE CAN *NEVER* ESCAPE.

HIMSELF.

I STILL CAN'T BELIEVE WHAT I DID. THAT I LEFT PEOPLE IN *DANGER* JUST TO MAKE A FEW EXTRA DOLLARS.

I CAN'T BELIEVE IT, EITHER. I CAN'T BELIEVE YOU THOUGHT SO POORLY OF *ME!*

NAGEL

HUH?

DO YOU REALLY THINK MONEY MEANS THAT *MUCH* TO ME? THAT I *CARE* HOW MUCH YOU'VE GOT? PETER, *YOU'RE* WHAT'S IMPORTANT IN MY LIFE! YOU MAKE ME HAPPY. AND HAPPINESS DOESN'T COME WITH A *PRICE TAG.*

I... I *KNOW* THAT. BUT KNOWING SOMETHING, AND *FEELING* IT, AREN'T ALWAYS THE SAME THING.

THEN I GUESS WE'LL JUST HAVE TO WORK A LITTLE HARDER, HUH, TIGER?

YEAH...

...I GUESS WE WILL.

Epilogue: THE SOUTH BRONX, WHERE THE WEAK BEAM OF A FADING FLASHLIGHT ILLUMINATES ONE MAN'S DESPAIR.

DOWN WITH MUTANTS

AND DESIRE.

THE DARKNESS THAT BLANKETS THIS CITY IS NOTHING. NOTHING! NOT COMPARED TO THE SHROUD THAT SPIDER-MAN PULLED OVER ME!

HE STOLE MY LIFE... SHATTERED IT... THEN CAST IT ASIDE LIKE YESTERDAY'S NEWS!

DOC OCK DOC TO TELL ALL

ELECTRO HUMILIATE WEB-SLING

HERO OR MENACE?

THE NEW SPIDER-MAN

MUTANT SPIDER

KRAV HE HU

COSTUMED VIGILANTES

SO IT IS ONLY FITTING, ONLY FAIR, THAT I DO THE SAME TO HIM!

AND I WILL.

OH, YES.

VERY...

HERO OR MENACE?

SPIDER-MAN SAV CHILD FROM FIR

...VERY...

SOON!

NEXT ISSUE: THE LAST CHANCE?

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The AMAZING SPIDER-MAN®

SIDE-BY-SIDE WITH

CHANCE!

MCFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

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EVER HAVE ONE OF THOSE DAYS...?

YO! MISTER! THERE'S SOMEONE RIDIN' ON TOP O' YOUR TRUCK!!

AW, GEEZ! THIS ALWAYS WORKED BEFORE!

DON'T MISS MARV AGE MAGAZ

SURVIVAL OF THE HITIST!

HEY, KID! SHHHHHH! I'LL GIVE YOU A QUARTER!

HOW DO I GET *INTO* THESE THINGS?

NUTS! I KNOW *EXACTLY* HOW I GOT INTO *THIS* ONE!

I WAS TRYING TO MAKE A BUCK BY TAKING PHOTOS OF A *SECRET ARMS SHIPMENT* LAST NIGHT, WHEN A COSTUMED GUN-FOR-HIRE CALLED *CHANCE* TRIED TO *STEAL* IT!

A FREAK POWER BLACKOUT LET CHANCE ESCAPE WITH THE WEAPONS, BUT NOT BEFORE I TAGGED HIM WITH A *SPIDER-TRACER!*

I SPENT ALL MORNING CRISSCROSSING MANHATTAN, TRYING TO PICK UP A *SIGNAL* FROM THE TRACER--

--UNTIL THIS 16-WHEELER *STARTED* MY SPIDER-SENSE BUZZING LIKE A SMOKE DETECTOR AT GEORGE BURNS'S HOUSE!

THAT'S WHEN I DECIDED TO *FOLLOW* THE TRUCK, TO CATCH CHANCE WITH THE GOODS!

BUT I DIDN'T COUNT ON THIS TRAFFIC JAM-- *OR* ON A KID WITH A *MOUTH* AS BIG AS THE HOLLAND TUNNEL!

ALL RIGHT, YOU! GET DOWN!

PERFECT...

UM, YOU MAY FIND THIS HARD TO BELIEVE, OFFICER, BUT THERE'S A *MASTER CRIMINAL* INSIDE THIS TRUCK!

AND JUST BECAUSE I'M IN A GOOD MOOD TODAY--

--I'M GOING TO LET *YOU* ARREST HIM!

THAT'S BIG O'YA.

WHAT'S *YOUR* STORY, DRIVER?

THE CREEP'S BLOWIN' SMOKE, OFFICER. I'M JUST HAULIN' BUILDIN' SUPPLIES.

FOR *CARLTON DRAKE.*

DRAKE? THE WALL STREET BIGWIG?

YOU'D BETTER HAVE *PROOF*, WEBSLINGER!

BLAST! I COULD RIP THE DOORS OFF THE VAN AND SHOW HIM, BUT CHANCE MIGHT COME OUT *SHOOTING!*

I, UH, DON'T SUPPOSE YOU'D TAKE MY *WORD?*

THAT DOES IT! MOVE IT OUT, DRIVER! AND AS FOR *YOU*, HOTSHOT--

--NEXT TIME GET YER *FACTS* STRAIGHT!

AMMO

AMMO

AMMO

AMMO

NO WAY TO GET BACK ON THE TRUCK-- DRIVER'LL BE *WATCHING* FOR ME!

HOLLAND TUNNEL

ALL TRAFFIC TO NEW JERS

STAY IN LANE

AND ONCE HE'S THROUGH THAT TUNNEL, HE'LL BE IN NEW JERSEY, ON THE INTERSTATE! HEADING *ANYWHERE!*

ALL THAT WORK FOR NOTHING! I'LL HAVE TO THINK OF SOME *OTHER* WAY TO FIND CHANCE!

NOTHING TO DO NOW BUT HEAD ON--

"--*HOME!*"

NO ONE WATCHING! I'LL JUST LET MYSELF IN THROUGH THE SKYLIGHT AND--

--LOCKED? AND A *NOTE?*

Skylight Repairman- Please use front door!

"SKYLIGHT REPAIRMAN"?!

SOUNDS LIKE SOMETHING I'D BETTER CHECK OUT AS--

--*PETER PARKER!*

GOOD. NO ONE'S STUMBLED ACROSS THE CIVILIAN CLOTHES I'VE BEEN STASHING IN THIS ALLEY!* THEY'RE NOT EXACTLY *SPRINGTIME FRESH*, BUT THEY SHOULD DO UNTIL I GET--

*SEE *SPEC. SPIDEY #128*--J.S.

"--INSIDE!"

MARY JANE, WHAT WAS THAT NOTE ABOUT--

ESTELLE?

PETER! HI! -SMEK- YOU, UM, HAVEN'T MET *ESTELLE*, HAVE YOU?

OUR CLEANING LADY! ESTELLE, THIS IS MY HUSBAND!

HIYA, MISTUH PAHKUH!

CLEANING LADY?

COME INTO THE BEDROOM, OKAY? I WANT TO SHOW YOU THE NEW DRAPES!

DRAPES?

SOON...

SORRY ABOUT THE SURPRISE, HON. I LEFT THAT NOTE SO YOU WOULDN'T DROP IN AS *SPIDER-MAN!* ESTELLE'S WORKED FOR ME FOR A COUPLE OF YEARS. AS A FASHION MODEL, MY LIVING IS MY LOOKS--

--AND AD AGENCIES SORT OF FROWN ON *DISHPAN HANDS*, Y'KNOW?

OH. YEAH. MAKES SENSE.

YOU SURE IT'S OKAY? YOU LOOK A LITTLE *GRIM*.

IT'S NOT THAT. *CHANCE* GOT AWAY AGAIN, AND I'M WORRIED ABOUT WHAT HE'S GOING TO DO.

WELL, IT MAY SOUND SELFISH, BUT I'M JUST GLAD YOU WEREN'T *HURT!* AND AS FOR DUMPING YOUR *BLUES*--

--I'VE ALWAYS FOUND THAT *PARTIES* WORK FOR *ME!* HOW 'BOUT IT, TIGER?

AT THAT MOMENT, PETER PARKER FINDS BRIGHT LIGHTS AND HOT SOUNDS DEFINITELY APPEALING.

BUT AS DUSK LOWERS OVER NORTHERN **NEW JERSEY**, THE ONLY LIGHTS SEEN THERE COME FROM A 16-WHEELER PULLING UP TO A HEAVILY-GUARDED GATE. WHILE THE ONLY SOUNDS--

-- ARE THOSE OF **CONSPIRACY!**

LOOKS PEACEFUL, DOESN'T HE?

MAYBE NOW, MR. DRAKE. BUT WHEN **CHANCE** WAKES UP AND FINDS WE NEVER INTENDED TO **PAY** HIM FOR THOSE WEAPONS, THAT WE **TRICKED** HIM INTO BEING OUR PRISONER--

-- HE COULD BE TROUBLE!

MR. GABRIEL, YOU'VE BEEN A BOARD MEMBER OF **THE LIFE FOUNDATION** FOR YEARS. YOU SHOULD KNOW BY NOW--

--THAT WE PREPARE FOR **ANY** EVENTUALITY. LIKE IT OR NOT, CHANCE **WILL** BE A KEY ELEMENT--

--IN OUR BOLDEST, MOST **PROFITABLE** VENTURE EVER:

SANCTUM MAXIMUS!

WHILE IN NEW YORK, THE NIGHT GROWS OLD--

THE OZHAZEDOUS Club

STOP SQUIRMING, PETER! YOU ACT LIKE YOUR *MOTHER* DRESSED YOU, NOT ME!

SORRY, MJ. I'LL TRY TO LOOK COOL. ER, *HOT!*

WHATEVER...

OH, LOOK! THERE'S EDDIE! *HI, EDDIE!*

THE *COMEDIAN?* YOU *KNOW* HIM?!?

SURE. HE'S A REAL SWEETHEART.

ONCE YOU GET PAST HIS *BODYGUARDS!*

POKE!

EMJAY! WE'VE JUST *GOTTA* HAVE ONE NUTTY LITTLE DANCE!

PAUL! GOOD TO SEE YOU!

I *HEARD* YOU TIED THE KNOT. THIS MUST BE THE LUCKY CAT!

UH-HUH. WOULD YOU MIND, PETER?

UH, NO! GO RIGHT AHEAD!

THANKS, BABE.

WOW. I MAY NEVER FIT INTO MARY JANE'S WORLD COMPLETELY--

--BUT IT SURE IS A FUN PLACE TO *VISIT* ONCE IN A WHILE!

--AND BECOMES THE PROPERTY OF THE YOUNG.

NEW JERSEY: CONSTRUCTION CONTINUES ON WHAT APPEARS TO BE A SMALL CITY HIDDEN BENEATH A GARGANTUAN CAMOUFLAGED DOME.

WHILE INSIDE ONE OF THE COMPLETED BUILDINGS...

YOU ARE A UNIQUE INDIVIDUAL, CHANCE. A CRIMINAL-FOR-HIRE WHO DOES NOT *CHARGE* FOR HIS SERVICES. RATHER, YOU *WAGER* YOUR FEE AGAINST YOUR SUCCESS. TO YOU, *RISK* IS ALL.

NEVER-THELESS, I SUGGEST YOU CONSIDER THE UNFAVORABLE *ODDS* INHERENT IN YOUR PRESENT SITUATION.

WE BROUGHT YOU HERE IN ORDER TO DUPLICATE YOUR *WRIST BLASTERS* AND *ANKLE JETS*. HOWEVER, OUR SCIENTISTS CAN'T SEEM TO FIND ANY *TRIGGER* MECHANISMS.

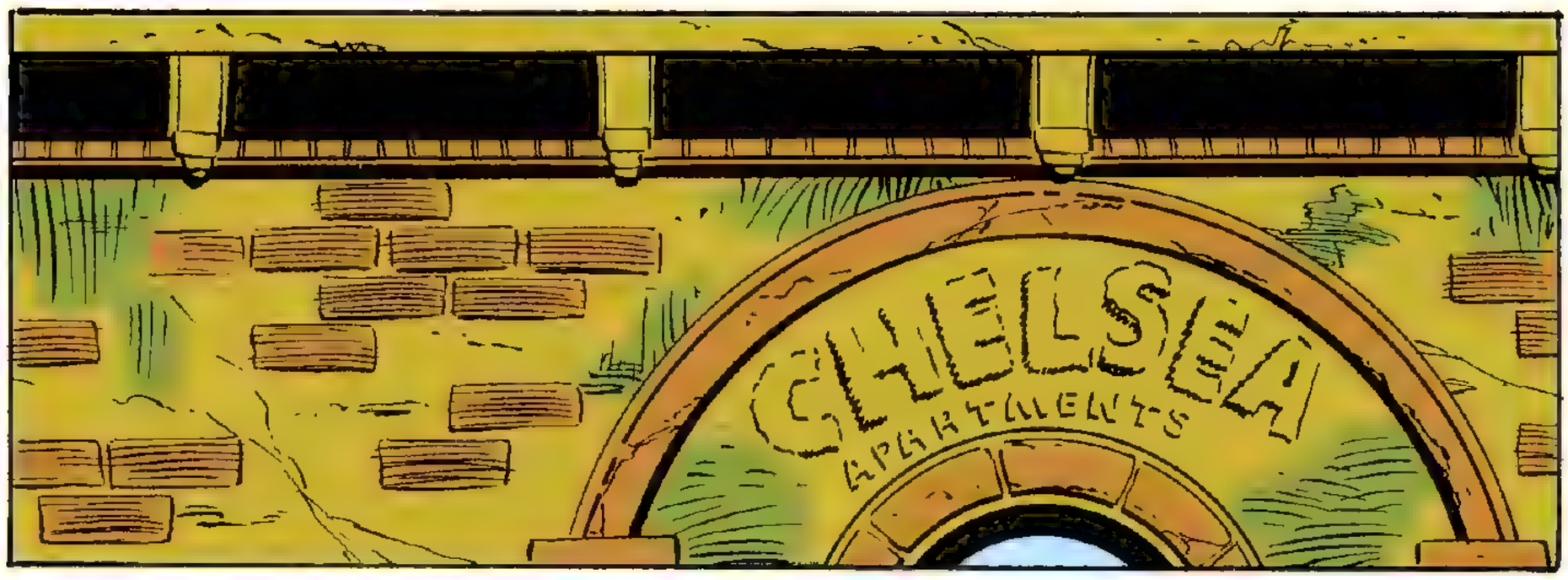
THEY'RE OBVIOUSLY ACTIVATED *CYBERNETICALLY*, BUT WE HAVEN'T BEEN ABLE TO DISCOVER THE PRECISE METHOD.

OUR RESOURCES ARE VAST. YOU WOULD BE WISE TO TELL US EXACTLY WHAT WE WANT TO KNOW... WHILE YOU'RE STILL RELATIVELY *UNDAMAGED*. FOR I ASSURE YOU, ONE WAY OR ANOTHER--

--YOU *WILL* TELL US.

WANNA *BET?*

CHELSEA STREET: AN EARLY-MORNING MOON SHINES INTO A TOP FLOOR APARTMENT.



WHERE A COUPLE, NEWLY WED, LIES EASY AND TALKS, AS NEWLY-WEDS ARE WONT TO DO...

DIDN'T WORK, HUH, TIGER?

THE CLUB WAS FABULOUS, MARY JANE, AND I'D LIKE TO DO IT AGAIN SOME TIME. BUT NOW THE MUSIC'S STOPPED AND REALITY'S STILL HERE.

I KNOW THAT SOMEWHERE, SOMEONE'S GOT A SHIPMENT OF STOLEN MILITARY *WEAPONS*--

-- AND I CAN'T HELP WORRYING ABOUT WHAT'S GOING TO BE *DONE* WITH THEM... WHO'S GOING TO BE *KILLED* WITH THEM.

I JUST CAN'T RUN AWAY FROM IT. SOMEHOW, I'VE *GOT* TO FIND CHANCE!

I... I UNDERSTAND, PETER. JUST...

...BE CAREFUL, OKAY?

MANHATTAN: NEW SUN BRIGHTENS THE DOWNTOWN SKYSCRAPER SERVING AS HEADQUARTERS FOR THE CITY'S HARDEST-WORKING NEWSPAPER.

DAILY BUGLE

AN INSTITUTION WHOSE BACK-ISSUE "MORGUE" CURRENTLY FUNCTIONS AS A RESEARCH MECCA FOR ONE PETER PARKER...

MY ONLY CLUE IS THE NAME, "CARLTON DRAKE." I'VE READ EVERYTHING WRITTEN ABOUT THE MAN IN THE LAST FEW YEARS, BUT HAVEN'T FOUND ANYTHING EVEN VAGUELY *SINISTER*.

THERE WERE HINTS OF POLITICAL MANIPULATION, INSIDER STOCK DEALS, THE USUAL STUFF YOU FIND ABOUT MOST WEALTHY, POWERFUL MEN--

I ♥ NY

--BUT THE ONLY OUT-OF-THE-ORDINARY ITEM WAS THE WITHDRAWAL OF SUPPORT FOR AN AGRICULTURAL RESEARCH PROJECT AT *EMPIRE STATE UNIVERSITY*.

THANKS, EARL.

SURE THING, PETE.

AND THE ONLY THING *STRANGE* ABOUT THAT WAS THAT IT HAD BEEN A VALUABLE TAX WRITE-OFF-- AND NO *REASON* WAS GIVEN FOR THE WITHDRAWAL!

HOURS 8A.M.–

EXCUSE ME A MINUTE, MS. THOMPSON.

PETER! HAVEN'T SEEN YOU AROUND FOR AWHILE. HEADING OUT TO GET US SOME MORE FREELANCE PHOTOS?

MAYBE LATER, ROBBIE. RIGHT NOW--

--I'M GOING BACK TO *SCHOOL!*

EMPIRE STATE UNIVERSITY: ONE OF NEW YORK'S FOREMOST INSTITUTES OF HIGHER LEARNING.

E.S.U. CAMPUS

AND A SOURCE OF FOND NOSTALGIA FOR PETER PARKER. HE REMEMBERS HIS UNDERGRADUATE DAYS, THE CAREFREE LIFE, THE EXCITEMENT OF DISCOVERY.

THUS HIS SMILE IS BOTH GENUINE AND WIDE AS HE ENTERS THE REGISTRAR'S OFFICE--

--AND SHARES THAT SMILE WITH ADMINISTRATIVE ASSISTANT, **ANNIE DEITZ**...

I'VE CALLED UP THE INFORMATION YOU WANTED, PETER. BUT SINCE YOU AREN'T A ***STUDENT*** ANYMORE, YOU'RE NOT SUPPOSED TO ***LOOK*** AT IT.

I HOPE YOU'LL REMEMBER THAT WHILE I'M OFF POWDERING MY NOSE. FOR, SAY, *FIVE MINUTES?*

ADMINISTRATION

Mets

THANKS, ANNIE.

DO NOT OVER FILL

AND, ONCE ALONE...

HMM. THE SUPPORT DRAKE WITHDREW WAS A *RENT-FREE LEASE.*

ON SEVERAL HUNDRED ACRES OF PRIME FOREST LAND--

-- IN NORTHERN *NEW JERSEY!* AND JERSEY WAS WHERE THAT SHIPMENT OF "BUILDING SUPPLIES" WAS HEADED!

BETTER CALL MARY JANE.

Ooo.

-- NO. SHE'D JUST WORRY.

I'LL TELL HER LATER.

LET HER KNOW I'LL BE LATE FOR--

STATE ROAD 62: A NORTH-BOUND TRUCKER RELEASES A LONE HITCH-HIKER TO THE NEW JERSEY WILDERNESS.

SAFEWAY
FOOD STORE

A TRAVELER WHO THEN TURNS AND CAUTIOUSLY ENTERS THE TWILIGHT-DIMMED WOODLANDS...

BUS GOT ME TO THE NEAREST TOWN. HAD TO *THUMB* MY WAY HERE, THOUGH. SHOULD BE CLOSE TO THE AREA SHOWN IN THE *E.S.U.* RECORDS. I JUST HOPE--

--WHOA! EITHER THIS IS A FACTORY OUTLET FOR "*GUARDS R-US*," OR I'VE HIT THE JACKPOT!

TIME TO GO TO WORK...

THWIP

ARMS WERE PROBABLY STOLEN BY SOME OFF-THE-WALL PARA-MILITARY GROUP! MAYBE EVEN *TERRORISTS!*

HAVE TO FIND OUT WHAT THEY'RE UP TO!

--YEEP! THOSE "TREES" AREN'T *TREES!* SOME KIND OF STRUCTURE! CAMOUFLAGED CANVAS ON A METAL FRAME!

AND FROM THE LOOKS OF THOSE WIRES, IT'S RIGGED WITH BOOBY-TRAPS OR ALARMS! I *HAVE* TO GET IN, BUT HOW--

--LIGHT! A GATE OPENING! BUT THAT STILL LEAVES THE GUARDS TO--

THEN FIGURE SOME WAY TO KEEP THEM FROM GOING *THROUGH* WITH--

--HMMM. GATE'S OPENING TO LET THAT *PICKUP* IN!

I DIDN'T HAVE MUCH LUCK RIDING ON *TOP* OF A TRUCK IN MANHATTAN, BUT MAYBE...

MOMENTS LATER, WITHIN SANCTUM MAXIMUS...

NICE RIG! POWER WINCH... HIGH-RIDER WHEELS... MAN, THAT HAULER'S GOT--

-- EVERYTHING!

SO FAR, SO GOOD!

CAN'T SEE MUCH FROM HERE, THOUGH. HAVE TO TRUST MY SPIDER-SENSE, WAIT FOR THE DRIVER TO SLOW FOR A TURN, THEN--

--ROLL--

--FOR--

--COVER!

MADE IT! NOW TO SEE WHAT-- OH, MY GOSH! NOW I KNOW WHY DRAKE WANTED HIS *LAND* BACK! THIS ISN'T ANY SMALL-TIME *TERRORIST* SCHEME!

IT MAKES *CLUB MED* LOOK LIKE THE WARSAW GHETTO! I DON'T GET IT! WHAT HAS A SECRET *RESORT* GOT TO DO WITH STOLEN *GUNS?*

U.S. ARMY AMMUNITION

S. ARMY ITION

U.S. ARM AMMUNIT

WAIT A SEC! SPIDER-SENSE TINGLING! BUT NOT FROM *DANGER!*

I'M PICKING UP A SIGNAL FROM A *SPIDER-TRACER!* AND THAT COULD ONLY MEAN--

"--CHANCE!"

...WE WERE ROLLIN' THE BONES... LIKE OLD GAMBLERS DO... ♫ TOSSIN' THE CUBES... ♪ TILL QUARTER TO TWO... ♪

PINGK PINGK PINGK

HUH...?

OKAY, CHANCE, WHAT'S GOING ON?

SPIDER-MAN! HOW NICE OF YOU TO DROP IN! AND WHAT A CLEVER PLOY, GAINING ACCESS THROUGH A *VENTILATION SHAFT!*

THE CONTROLS FOR MY SHACKLES ARE ON THAT CONSOLE SOMEWHERE. RELEASE ME, DEAR BOY--

--AND I'LL TELL YOU EVERY-THING!

WITHOUT WEAPONS, CHANCE IS NO THREAT! BESIDES, I DON'T HAVE TIME TO BARGAIN!

OKAY! TALK!

BASICALLY, I'VE FOUND THAT DRAKE AND THE *LIFE FOUNDATION* ARE *SURVIVALISTS*--BUT A VERY *SPECIAL* BREED!

THOUGH THEY FEEL THAT THE WORLD *MAY* SOON PLUNGE INTO TOTAL CHAOS, THEY HAVE NO INTEREST IN LIVING OFF THE LAND, ROUGHING IT, *THAT* SORT OF THING.

AND THEY'RE CONVINCED THERE ARE *OTHERS* WHO WANT TO SURVIVE, BUT DON'T WANT TO *WORK* FOR IT. SO THEY'VE SET UP THIS *SURVIVAL COMMUNITY*, COMPLETE WITH EVERY LUXURY FROM SWIMMING POOLS TO SAUNAS--

--AND THEY'RE SELLING *ESCAPE CONDOS* TO THE RICH AND FAMOUS FOR FIVE MILLION A POP!

FOR PROTECTION, THEY HIRED A PRIVATE ARMY AND EQUIPPED THEM WITH WEAPONS THEY HAD ME STEAL! BUT THERE WAS A HITCH: BEING THE ONLY ONES ARMED, THOSE "PROTECTORS" MIGHT DECIDE TO *TAKE OVER!*

SO THE LIFE FOUNDATION THOUGHT TO EQUIP *THEM-SELVES* WITH MY WRIST BLASTERS!

TO POLICE THE POLICE, SO TO SPEAK!

RATHER BRILLIANT, MAKING CALAMITY *PAY* LIKE THAT. TOO BAD THEY DIDN'T JUST *ASK* FOR MY HELP.

I MIGHT'VE BOUGHT IN...!

YEAH...

TOK!

...WELL...

TOK

...AHHHH...

TOK

...PHOOEY!

TOK

TOK

TOK

KLIK

REEEEEEEEEEEEEEEEEEE

IT WORKED! BUT THE RELEASE SEQUENCE MUST HAVE BEEN *CODED!* SET OFF AN ALARM! HAVE TO GET TO MY BLASTERS!

HOLD IT, CHANCE! THAT WASN'T PART OF THE *DEAL!*

INTRUDER! SHOOT TO KILL!

NEITHER WERE *THEY*, SPIDER-MAN. TRUCE?

NUTS!

TRUCE!

SNAP!

BDOW BDOW

TERRIFIC! I COME TO *CAPTURE* CHANCE, AND I END UP FIGHTING *ALONG-SIDE* HIM.

AND THEY SAY *POLITICS* MAKES STRANGE BEDFELLOWS!!

FONK

SPLAM

MY LASERS AND CONCUSSION BLASTS ARE A BIT *POWERFUL* FOR SUCH A CONFINED SPACE, SPIDER-MAN!

WHAT SAY WE MOVE THE PARTY *OUTSIDE?*

THWIP

YEAH, I GUESS IT *IS* BAD FORM TO TRASH YOUR HOST'S LABORATORY!

'COURSE, WHEN YOU'RE TRASHING THE *HOSTS*, TOO, THE POINT'S KINDA *MOOT!*

SOLDIERS STARTING TO PANIC!

GUESS THEY HADN'T COUNTED ON FACING *SUPER-POWERED* LOOTERS!

GUARDS RUNNING FOR THE GATES? MARVELOUS! I WON'T EVEN HAVE TO BREAK A SWEAT!

I TEND TO AGREE, MR. PULLMAN: THIS NEW SITUATION *DOES* CALL FOR A RATHER DRASTIC CHANGE IN STRATEGY.

WOULD *YOU* LIKE TO PILOT THE HELICOPTER, OR SHALL *I*?

HEY! WATCH YOUR LASERS! THOSE CRATES ARE FILLED WITH *AMMUNITION!*

I KNOW!

DRAKE MADE A WAGER, LOST, AND DIDN'T PAY!

YOU'D BE WISE TO GRAB HOLD OF ME, WEBSLINGER!

AMMO

I'M ABOUT TO SHOW THESE PIKERS WHAT IT MEANS TO *RENEGE* ON--

--CHANCE!

SOME TIME LATER, AS THE SOUND OF SIRENS DRAWS NEAR...

THAT WAS KIND OF EXTREME, CHANCE!

PERHAPS. BUT IT WORKED!

YEAH, I GUESS. AT LEAST THOSE GUNS WON'T KILL ANY INNOCENTS.

AND THE SECRET OF MY WEAPONS SYSTEM REMAINS A SECRET!

THANKS FOR YOUR HELP, SPIDER-MAN. OF COURSE, THAT WON'T CHANGE THINGS WHEN WE MEET WITHOUT A TRUCE, BUT AT LEAST LET ME OFFER YOU A LIFT BACK TO MANHATTAN.

HMM. MARY JANE COULD BE GETTING ANXIOUS. BUS IS KINDA SLOW.

I ACCEPT!

HOWEVER...

YEESH! I-I FIGURED HE HAD A CAR STASHED SOMEWHERE! I'M NOT USED TO FLYING WITHOUT WEBS!

SURE HOPE MARY JANE APPRECIATES THIS!

BUT AT THAT MOMENT, ON CHELSEA STREET...

DARN! SHOPPING USUALLY MAKES ME FEEL BETTER--

CHELSEA

--BUT I'M STILL ANGRY AT *PETER!* HE'S OUT LATE, PROBABLY OFF BEING SPIDER-MAN, AND HE DIDN'T EVEN LEAVE A MESSAGE ON OUR ANSWERING MACHINE!

I MEAN, I DON'T EXPECT A *MOMENT-BY-MOMENT* ACCOUNT OF HIS WHEREABOUTS-

--BUT A LITTLE *CONSIDERATION* WOULD BE--

KZZK

--OH!

PETER!

WHAT WERE YOU DOING SITTING IN THE DARK? NEVER MIND, I'VE GOT A FEW NITS TO PICK WITH--

--PETER? YOUR *BREATHING* SOUNDS FUNNY. ARE YOU ALL--

HI, HONEY...

OH, GOD.

...I'M HOME!

NEXT ISSUE:
A *SPECIAL*
DOUBLE-LENGTH
SHOCKER!
DON'T MISS...

VENOM

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Special 25th Anniversary Issue

the AMAZING SPIDER-MAN®

Stan Lee PROUDLY PRESENTS A COMIC BOOK MILESTONE: THE FABULOUS 300TH ISSUE OF...

THE AMAZING SPIDER-MAN®

VENOM

HER NAME IS MARY JANE WATSON-PARKER.

BUT SHE DOESN'T KNOW THAT.

AT THIS MOMENT, SHE KNOWS ALMOST NOTHING.

FOR HER MIND HAS BEEN HARSHLY NUMBED, ALL THOUGHT CRUELLY DROWNED IN AN ONRUSHING TIDE OF PRIMAL FEAR.

AN EMOTION THAT MAY NEVER FULLY FADE...

DON'T COME NEAR ME! P-PLEASE! D-DON'T TOUCH ME!!

DAVID MICHELINIE
WRITER

TODD McFARLANE
ART

RICK PARKER
LETTERS

BOB SHAREN
COLOR

JIM SALICRUP
EDITOR

TOM DeFALCO
EDITOR IN CHIEF

MARY JANE! WHAT'S *WRONG?*

STAY AWAY! *P-PLEASE...*

...NO MORE.

HEY, HON, IT'S OKAY! IT'S ME!

ME?

PETER!

P...

...PETER?

OH, GOD, PETER! H-HE WAS IN THE APARTMENT! *WAITING* FOR ME! A-AND HE LOOKED JUST LIKE *YOU!*

HUH?!

LIKE *SPIDER-MAN!*

H-HE WORE A COSTUME! BUT HE WAS BIG, B-BULKY... LIKE A WEIGHT-LIFTER! HE WANTED TO KNOW WHERE MY *BOYFRIEND* WAS! HE DIDN'T EVEN KNOW WE WERE MARRIED!

NEVER MIND THAT! ARE *YOU* OKAY? DID HE *HURT* YOU?

NOT... PHYSICALLY. H-HE JUST MADE ME FEEL SO *HELPLESS*.

BUT WHAT IF HE *IS* LOOKING FOR YOU? H-HE GREW A MOUTH, PETER! RIGHT ON HIS MASK! HE *GREW* IT!

H-HE WASN'T *HUMAN*...!

LET'S WORRY ABOUT THAT LATER! RIGHT NOW, I'M GETTING YOU TO A *DOCTOR* AND--

NO! I-I MEAN, I'M OKAY. REALLY. I-IT'S JUST... I CAN'T STAY *HERE* TONIGHT, PETER.

NAGE

NOT... NOT AFTER...

I UNDERSTAND. I'LL THROW SOME THINGS IN AN OVER-NIGHT BAG AND WE'LL GO TO A HOTEL. YOU JUST TAKE IT EASY.

NAGEL

MARY JANE'S ONE OF THE *STRONGEST* WOMEN I KNOW! BUT SHE'S TREMBLING LIKE A LITTLE GIRL!

WHAT KIND OF MONSTER COULD *DO* THAT TO HER?

ANSWER: THE KIND THAT CURRENTLY CRAWLS UP THE SHEER WALL OF A SOUTH BRONX TENEMENT. THE KIND THAT HAS JUST COME--

-- HOME.

YEAH, YEAH, I KNOW! THE WOMAN WASN'T OUR TARGET! BUT SHAKING HER UP COULD STILL WORK! I MEAN, IF WE DON'T FIND HIM--

--HE MIGHT FIND US! EITHER WAY--

--IT'S JUST...

...A MATTER...

...OF TIME!

GUESS I'LL PUMP A LITTLE IRON. POP A SWEAT. YOU MAY NOT GET YOUR POWER FROM MUSCLE BUDDY, BUT I SURE DO!

OOK MENACE?

SPIDER-M

CHILD FRA

THE ALL-NEW, ALL

DARING SPIDER-MA

AND I WANT TO MAKE CERTAIN I'M IN SHAPE, Y'KNOW?

FOR THE KILL!

HIH HIH

MIDNIGHT: THE LYDEN HOUSE HOTEL IN MID-MANHATTAN...

CAN'T SLEEP. TOO TENSE. THINK I KNOW WHO THAT *INTRUDER* COULD HAVE BEEN. TROUBLE IS--

--THAT'S *IMPOSSIBLE!*

DON'T KNOW WHO THE *MAN* WHO BROKE IN WAS, BUT FROM MJ'S DESCRIPTION, THE INHUMAN *THING* SHE SAW SOUNDS AN AWFUL LOT LIKE--

--MY OLD *COSTUME!*

" I FIRST GOT MY BLACK-AND-WHITE SUIT ON ANOTHER PLANET, DURING THAT *BEYONDER* THING.* I BROUGHT IT TO EARTH BECAUSE IT WAS GREAT HAVING A COSTUME THAT COULD *MIMIC* MY CIVILIAN CLOTHES, AND CHANGE FROM ONE TO THE OTHER AT A MENTAL COMMAND!

" THE PROBLEMS STARTED WHEN *MR. FANTASTIC* DISCOVERED WHAT MY COSTUME REALLY WAS:

" A LIVING, THINKING, SYMBIOTIC *BEING!*"

*FOR MORE INFO, SEE *SECRET WARS* #9. -- J.S.

AN ALIEN WHO WANTED ME FOR ITS *HOST*, WHO EVEN TRIED TO *BOND* ITSELF TO MY BODY!

"IT FINALLY TOOK MR. FANTASTIC'S *SONIC BLASTER* TO CAPTURE THE CREATURE!

"BUT IT ESCAPED, DETERMINED TO JOIN WITH ME *PERMANENTLY*. I GOT DESPERATE.

"*SO* DESPERATE THAT I LURED IT TO A CHURCH TOWER--

"-- AND LET THE SHATTERING CLAMOR OF THE BELLS *KILL* THE MONSTER BEFORE IT COULD DESTROY *ME!*"*

*SEE WEB OF SPIDER-MAN #1.-- J.S.

BUT FROM WHAT MARY JANE SAYS, THE REPORTS OF THAT DEATH MAY HAVE BEEN SOMEWHAT... *PREMATURE!*

NUTS. I'M REALLY STRUNG TIGHT.

IN THE PAST, I'D LOOSEN UP WITH A LITTLE WEB-SWINGING, MAYBE TAKE SOME PHOTOS FOR THE *DAILY BUGLE*.

BUT I'M A MARRIED MAN NOW, AND I HAVE TO STAY WITH MARY JANE UNTIL--

:NNNNN... : PETER?

COME TO BED.

I THINK I KNOW WHO TERRORIZED YOU, MJ. AND WHY THEY'RE AFTER SPIDER-MAN. I HOPED MY HAVING A *SECRET IDENTITY* WOULD SHIELD YOU, BUT--

HUSH, TIGER. WHEN I SIGNED ON "FOR BETTER OR FOR WORSE," I *MEANT* IT.

NOW LET'S GET SOME SLEEP, OKAY?

STUBBORNLY, GRUDGINGLY, FITFUL SLEEP FINALLY COMES.

AND EVENTUALLY, AS THE SUN SLIPS INTO ITS ASSIGNED POSITION OVER MANHATTAN ONCE MORE...

ERRNNGG... YAWN MARY JANE...?

OVER HERE, PETER.

I HOPE YOU WEREN'T CALLING ROOM SERVICE-- I ALREADY KNOW WHAT *I* WANT FOR BREAKFAST!

SILLY. I WAS CALLING A REAL ESTATE AGENT I KNOW. I'VE PULLED IN SOME MARKERS--

-- AND WE'VE BEEN MOVED TO THE TOP OF THE WAITING LIST FOR THE ***BEDFORD TOWERS!***

IF WE WANT THAT CONDO, IT'S ***OURS!***

B-BUT, IT USUALLY TAKES ***MONTHS*** TO GET A GOOD PLACE IN MANHATTAN!

I GUESS WE WERE JUST LUCKY. I KNOW THIS IS SUDDEN, PETER, BUT I JUST ***CAN'T*** LIVE IN THAT APARTMENT ANYMORE. I'D SCREAM AT EVERY LITTLE CREAK OR RATTLE!

YOU DO UNDERSTAND,,, DON'T YOU?

WELL, UH, I *GUESS*...

I *KNEW* YOU WOULD, PETER! OH, I LOVE YOU *SO* MUCH!

THEY SAID WE COULD LOOK AT THE CONDO THIS AFTERNOON, AND I'D REALLY LIKE TO GET *SOME* PRE-MOVE PICTURES-- Y'KNOW, BEFORE AND AFTER?

OKAY, I'LL PICK UP MY *SLR** AT THE APARTMENT AFTER I SHOWER.

**THAT'S SINGLE LENS REFLEX CAMERA.--J.S.*

GREAT! I'LL SEE WHAT I CAN DO ABOUT RESERVING A VAN AND RECRUITING SOME HELP.

LOOKS LIKE THIS IS WORKING OUT. MY TRIP TO THE APARTMENT WILL MAKE A PERFECT COVER--

"--FOR THE *OTHER* ERRAND I HAVE TO RUN!"

GOOD OL' CHELSEA STREET!

IF I HAD A NICKEL FOR EVERY TIME I'VE DROPPED THROUGH THIS SKYLIGHT--

--MAYBE I COULD AFFORD TO PAY FOR MY SHARE OF THAT *CONDO!*

SPEAKING OF WHICH--

--I WONDER IF THERE'LL BE A PROBLEM GETTING IN AND OUT AS *SPIDER-MAN?*

GUESS I'LL SWING ACROSS *THAT* BRIDGE WHEN I COME TO IT. NOW, I'VE GOT *OTHER* THINGS TO WORRY ABOUT.

AND TO TAKE *PRECAUTIONS* AGAINST!

I BORROWED THIS SONIC BLASTER FROM THE *FANTASTIC FOUR* ON MY WAY OVER.

I JUST HOPE I DON'T HAVE TO *USE*--

--HNH? LIGHT BLINKING ON MARY JANE'S ANSWERING MACHINE. BETTER SEE WHAT IT IS.

HI, KIDS! THIS IS AUNT MAY. JUST CALLING TO REMIND YOU ABOUT DINNER TONIGHT. CHICKEN AND DUMPLINGS AT SEVEN P.M. SHORT-- I-I MEAN ***SHARP!*** OH, PHOOEY, I ***HATE*** THESE CONTRAPTIONS! ÷CLICK÷

SONY

HEH HEH AUNT MAY WILL GET SUCH A KICK WHEN SHE HEARS ABOUT THE FANCY WEST-SIDE CONDO I'M MOVING INTO. QUITE A STEP UP FROM THIS PLACE!

'COURSE, WHEN YOU COME RIGHT DOWN TO IT, I'M GOING TO *MISS* LIVING HERE. SURE, IT'S A DUMP. BUT FOR THE LAST FEW YEARS--

--IT'S BEEN *MY* DUMP! OH, WELL...

SOON...

DON'T KNOW HOW MANY PICS MJ WANTS. I'VE GOT 36 EXPOSURES OF 200 DX IN MY CAMERA. I HOPE THAT'S--

--HUH. I COULDN'T BE IN ANY *DANGER*-- OR MY *SPIDER-SENSE* WOULD WARN ME. BUT SOMEHOW, I ALMOST--

--FEEL--

--LIKE--

--I'M--

--BEING--

---FOLLOWED!

Coca-Cola

LES MISERABLES

THE

HE'S DUCKING INTO AN ALLEYWAY! MUST BE A SHORT-CUT!

BLAST! NO *CROWD* TO HIDE IN! WE'D BETTER GIVE HIM A FEW SECONDS TO GET AHEAD, THEN--

WHAT--?! HE'S *GONE!*

LIVING IN NEW YORK FOR SO LONG MAY HAVE MADE ME *PARANOID,* BUT I CAN'T HELP BELIEVING THAT OLD SAYING: "BETTER SAFE--

"--THAN *SPLATTERED!*"

*AND THUS, A SHORT WHILE LATER, AT THE EXCLUSIVE **BEDFORD TOWERS** CONDOMINIUM RESIDENCE...*

WOW.

I DON'T BELIEVE I'M REALLY GOING TO *LIVE* HERE! I MEAN, IT WAS SUCH A BIG DEAL WHEN I GOT MY OWN *PLACE!*

NOW I FEEL LIKE I'M GETTING MY OWN *PALACE!*

HEY, TIGER, A TOP FASHION MODEL LIKE YOURS TRULY HAS AN *IMAGE* TO MAINTAIN! BESIDES, WITH THIS KIND OF SPACE--

--WE'LL *ALMOST* HAVE ENOUGH ROOM FOR ALL OF MY *CLOTHES!*

YEAH. I KNOW...

...IT'S JUST GOING TO TAKE SOME GETTING USED TO. AND I STILL WISH, WELL...THAT I COULD HELP *PAY* FOR IT.

PETER'S FEELING REALLY DOWN ABOUT MY MAKING SO MUCH MORE MONEY THAN HE DOES. BUT MAYBE I CAN *HELP!*

LISTEN, PETER, HAVE YOU EVER THOUGHT ABOUT *FASHION* PHOTOGRAPHY?

C'MON, MJ, I DON'T HAVE THE RIGHT *TRAINING* FOR THAT.

OH, POO.

YOU'LL NEVER KNOW TILL YOU TRY! AND WITH A SUBJECT LIKE *ME--*

--HOW CAN YOU GO WRONG?

AT LEAST GIVE IT A SHOT! WHAT HAVE YOU GOT TO LOSE?

WELL, OKAY. ER... TALK TO THE CAMERA, BABY! YEAH!

THAT'S IT! THAT'S HOT!

CLICK

NOW, UM, MAKE ME WANT YOU! GET IT ON! ALL RIGHT!

THINK "COSMO"! THINK--

CLICK CLICK

--UH, SHOULDN'T WE HAVE A *WIND MACHINE* OR SOMETHING?

AW, HECK. I'M NOT CUT OUT FOR THIS. I JUST FEEL *SILLY*.

IT'S HOPELESS.

UH-OH. PETER'S GETTING EVEN *MORE* DEPRESSED! GOT TO DO SOMETHING TO PERK HIM UP!

IN THAT CASE, MAN O' MINE--

--HOW ABOUT TAKING SOME SNAPS FOR OUR *PRIVATE* COLLECTION?

SLOWLY, PETER'S SPIRITS BEGIN TO RISE.

AND THAT EVENING, AT THE QUEENS COUNTY BOARDING HOUSE OWNED AND RUN BY MAY PARKER...

MY, YOU YOUNGSTERS CERTAINLY LOOK HEALTHY! MARRIAGE MUST AGREE WITH YOU!

APPARENTLY IT DOES, MAY. THAT NEPHEW OF YOURS HAS BEEN IGNORING YOU EVEN MORE THAN BEFORE HE GOT HITCHED!

NOW YOU HUSH, NATHAN LUBENSKY! THE CHILDREN HAVE LIVES OF THEIR OWN TO LEAD!

I HOPE YOU'LL FORGIVE MY LITTLE >AHEM< TIRADE. I'D BETTER GO PUT THESE DISHES IN TO SOAK.

I'LL HELP.

OH, NO, DEAR! YOU STAY WITH PETER, WHERE YOU BELONG.

BACK IN A SEC, HON.

UH-HUH.

YEAH, THAT WAS THE YEAR LUCKY LINDY HIMSELF CAME INTO MY SHOP. I REMEMBER--

MAY, I'VE BEEN MEANING TO ASK YOU: THIS IS THE FIRST TIME YOU'VE HAD US OVER SINCE WE GOT MARRIED. AND YOU HAVEN'T VISITED **US** AT ALL. IT'S ALMOST LIKE... WELL...

...YOU'RE *DISTANCING* YOURSELF FROM US.

I DON'T MEAN TO DO *THAT*, MARY JANE!

I JUST WANT YOUR MARRIAGE TO **WORK**. AND SO MANY COUPLES GET SPLIT APART BY NOSY *RELATIVES* WHO TRY TO RUN THEIR LIVES *FOR* THEM.

BUT *YOU'RE* NOT NOSEY, MAY--YOU JUST *CARE* ABOUT US.

WHY, PETER WOULD BE *CRUSHED* IF YOU DROPPED OUT OF OUR LIVES. AND MAY--

--SO WOULD I.

OH. WELL, SNIFF I-I GUESS... IN THAT CASE...

... PETER, IF I'M NOT THE FIRST GUEST YOU ASK TO YOUR NEW HOME, I'LL HAVE THE *GREY PANTHERS* PICKET THE PLACE SO FAST IT'LL MAKE YOUR HEAD SPIN!

AUNT MAY, I'LL HAVE THE INVITATION ENGRAVED TOMORROW!

BUT TOMORROW IS A DAY AWAY.

WHILE TONIGHT, AT OUR LADY OF SAINTS CHURCH IN LOWER MANHATTAN...

IT ALL BEGAN HERE.

IT'S ONLY FITTING THAT IT SHOULD *END* HERE.

DON'T YOU AGREE?

YES, I THOUGHT YOU WOU--

FREEZE!

LOOKS LIKE PUTTING EXTRA FOOT PATROLS ON THE BEAT WORKED! THE SARGE IS GONNA *FLIP* WHEN I BRING IN THE SCUM WHO'S BEEN PILFERIN' *POOR BOXES* IN THE AREA!

DON'T BE A FOOL, BOY! PETTY CASH IS OF NO CONCERN TO ME!

YEAH? THAT'S NOT WHAT THE *BROKEN LOCK* ON THE FRONT DOOR SAYS! YOU'D BETTER COME WITH ME, BUSTER.

NYPD

IT SEEMS YOU LEAVE US NO *CHOICE.*

THOUGH YOU PROBABLY WON'T BELIEVE THAT WE FIND THIS *PARTICULAR* CHOICE RATHER--

--REPULSIVE!

WHA--?!

GHYYAFF!

PLIP

PoonF

C-CAN'T... *BREATHE!* S-SU... SUFFOC...

INNOCENT DEATH IS ALWAYS UNPLEASANT.

BUT *NOTHING* MUST STAND IN OUR WAY. NOTHING MUST BLOCK OUR RIGHTEOUS REVENGE! AND BY ALL THAT'S SACRED--

-- NOTHING *WILL!*

A DAY PASSES. THE YOUNG POLICE-MAN'S BODY IS NOT FOUND.

AND AS EVENING SETTLES ONCE MORE OVER THE IMPOSING EDIFICE OF THE BEDFORD TOWERS...

SORRY THIS MOVE IS SO LATE, FOLKS. ON SUCH SHORT NOTICE, I COULDN'T GET A VAN ANY EARLIER.

NO PROBLEM, MJ.

WHOA! THAT RED-HEADED GUY'S HAIRDO IS *RADICAL!*

DARN! I'M MISSING THE *NETS* GAME! THAT MAKES ME *MAD!*

WHO *ARE* THESE PEOPLE?

I RAN OUT OF *YOUR* FRIENDS, PETER, SO I CALLED IN SOME OF *MINE!*

DO HURRY WITH THOSE BOXES, JEEVES. WATCHING YOU CARRY THEM IS POSITIVELY *EXHAUSTING!*

VERY GOOD, SIR!

WOW! THERE'RE PETE'S OLD NEIGHBORS--CANDI, RANDI, AND BAMBI!

MAN, IF I HAD *THEM* LIVING NEXT DOOR, I'D *NEVER* MOVE--

HEY!

WATCH IT!

EASY, BOYS. DON'T *HURT* YOURSELVES.

AND, EVENTUALLY...

WHEW! THAT'S THE LAST ONE!

SHOOT. AND I WAS JUST GETTING PUMPED UP!

MAYBE THEY'LL LET YOU CARRY THE *VAN* BACK TO THE *RENTAL AGENCY*, FLASH!

COME AND GET IT!

SANDY AND I'LL BUILD SOME MORE SANDWICHES WHILE YOU GUYS WORK ON THESE. SODAS ARE IN THE FRIDGE.

DIG IN!

GIVE ANY MORE THOUGHT TO MY SUGGESTION, PETE? ABOUT GETTING OUT OF NEWS PHOTOGRAPHY?

YOU'RE THE *BUGLE'S* EDITOR IN CHIEF, ROBBIE--HOW COULD I *NOT* TAKE YOU SERIOUSLY?

IN FACT, I'VE BEEN THINKING HOW *SCIENCE* USED TO BE MY DRIVING AMBITION. MAYBE--EH?

'SCUSE ME, ROBBIE. THERE'S SOMETHING I HAVE TO DO.

NEED ANY HELP?

NO. I THINK I'D BETTER HANDLE THIS *ALONE*...!

THREE MINUTES LATER, OVER THE SOUTH BRONX...

THAT CREEP MUST'VE CHECKED CHELSEA STREET AND FOUND I WASN'T THERE ANYMORE! NOW HE'S *LOOKING* FOR ME!

AND I COULDN'T TAKE A CHANCE ON HIM *FINDING* ME WITH ALL MY *FRIENDS* AROUND!

I JUST HOPE HE HASN'T GOTTEN SO FAR AHEAD THAT--

--BINGO! CRAWLING INTO THAT ABANDONED BUILDING!

I'LL JUST FOLLOW, SCOPE OUT THE SITUATION, THEN TAKE HIM BY SURPRISE! AFTER ALL--

--MY *SPIDER-SENSE* WILL WARN ME IF THERE'S ANY *DANGER!*

WOM!

WELCOME TO MY NEIGHBORHOOD, SPIDER-MAN! WOULD YOU BE MY...

...COULD YOU BE MY...

...NEIGHBOR?

TH-THIS GUY'S *NUTS!*

BUT THAT COSTUME--GIVING ME THE SHIVERS! *GOT* TO BE THE ALIEN!

HAVE TO STALL, REACH THE BLASTER!

WH-WHO ARE *YOU?*

YOU MAY CALL ME *VENOM*--FOR THAT'S WHAT I'M PAID TO SPEW OUT THESE DAYS! I'M YOUR *VICTIM*, SPIDER-MAN--I'M THE INNOCENT YOU *RUINED!*

BUT I STILL DON'T KNOW *WHO*--

PERHAPS *THIS* WILL HELP!

MASK FLOWING FROM HIS FACE! LOOKS FAMILIAR! LIKE--GASP!

EDDIE BROCK?!

AH. YOU'VE SEEN MY PICTURE IN THE *DAILY GLOBE!*

INDEED, I *USED* TO BE EDDIE BROCK--BEFORE YOU STOLE MY CAREER! ERASED MY *FUTURE!*

OBLITERATED EVERYTHING I *LIVED* FOR!

MY COLUMN IN THE *DAILY GLOBE* WAS READ BY MILLIONS!

I WAS A SOLID REPORTER, A RESPECTED MEMBER OF THE FOURTH ESTATE!

"AT LEAST I WAS WHEN I BEGAN WRITING A SERIES OF ARTICLES ON THE "***SIN-EATER***" MURDERS A FEW MONTHS BACK.

"IT WAS PARTLY BECAUSE OF THOSE ARTICLES THAT I WAS CONTACTED BY A *MR. EMIL GREGG*, A MAN WHO CONFESSED TO ***BEING*** SIN-EATER!

"PROTECTING MR. GREGG'S IDENTITY THROUGH MY RIGHTS UNDER THE FIRST AMENDMENT, I TOLD HIS STORY... INCISIVELY, COMPASSIONATELY.

"THE GLOBE'S CIRCULATION SOARED.

"BUT ***PRESSURE*** ALSO MOUNTED. THE POLICE INSISTED THAT I REVEAL MY SOURCE, SO THAT THEY COULD ***STOP*** THE MURDER SPREE. UNDER ADVICE OF COUNSEL, I FINALLY WROTE MY MASTERPIECE, ANNOUNCING GREGG AS THE SIN-EATER.*

FINAL THE DAILY GLOBE 30¢ EXCLUSIVE: SIN-EA REV

FINAL THE DAILY GLOBE 30¢ EXCLUSIVE: SIN-EATER REVEALED!

"IT WAS A SENSATION--

*THESE EVENTS OCCURRED BETWEEN THE LINES DURING *SPECTACULAR SPIDER-MAN* #107-110.-- J.S.

THAT'S IT... KEEP TALKING!

-- FOR ABOUT AN HOUR-AND-A-HALF!

THAT WAS HOW LONG IT WAS BEFORE **YOU** REVEALED WHO THE **REAL** SIN-EATER WAS!

"SOON, THE WHOLE CITY KNEW THAT *SIN-EATER* WAS ACTUALLY POLICEMAN **STAN CARTER**-- AND THAT MY STORY WAS BASED ON THE LURID RAMBLINGS OF A COMPULSIVE CONFESSOR!

"THE **GLOBE** WAS A LAUGHING STOCK. I WAS FIRED. MY PEERS QUESTIONED MY ETHICS, SHUNNED ME. I WAS FORCED TO WRITE VENOMOUS CELEBRITY EXPOSÉS AND "I WAS KIDNAPED BY ALIENS" DRIVEL FOR SCANDAL RAGS, JUST TO EKE OUT A LIVING.

"IF YOU HADN'T BUTTED IN, NO ONE WOULD HAVE KNOWN THAT EMIL GREGG **WASN'T** THE *SIN-EATER*

"PERHAPS CARTER WOULD HAVE BEEN SMART AND **STOPPED** HIS KILLINGS, KNOWING HE COULD GET OFF SCOT-FREE.

HERO

"PERHAPS--

...

JUST A LITTLE MORE...!

--MY LIFE WOULDN'T HAVE BEEN *SHATTERED!* I MAY HAVE MADE AN ERROR IN JUDGMENT, BUT I WAS ALWAYS A GOOD JOURNALIST.

AND THE GARBAGE I WAS FORCED TO WRITE BEGAN TO ROT MY SOUL.

"I RELOCATED IN THE BRONX. SPENT PART OF MY MEAGER INCOME ON BODY-BUILDING EQUIPMENT.

"I'D HEARD THAT *EXERCISE* COULD REDUCE STRESS.

IT DIDN'T WORK.

"WHENEVER I LIFTED A BARBELL, IT WAS YOUR *THROAT* I WAS SQUEEZING.

EACH TIME I PUNCHED THE HEAVY BAG, I WAS PULPING YOUR *FACE*.

"I TAPED HEADLINES ABOUT YOU ON MY WALLS, FEEDING MY HATRED, KNOWING THAT *I* COULDN'T GET A STORY EVEN ON THE *BACK PAGE* OF ANY RESPECTABLE PAPER.

"UNTIL, FINALLY, THE PAIN BECAME UNBEARABLE--

ooo ALMOST THERE...!

"-- AND I DECIDED TO END IT. *ALL*. BUT I WAS RAISED CATHOLIC, AND SUICIDE IS A *MORTAL* SIN. SO I WANDERED FROM CHURCH TO SHADOWED CHURCH, PRAYING FOR FORGIVENESS. THEN, AT *OUR LADY OF SAINTS*, SOMETHING... *ODD* HAPPENED.

" A SHADOW MOVED. CARESSED ME.

" I WAS JOINED.

BUT THIS WAS A SHADOW FILLED WITH *LIGHT*. IT CLARIFIED MY ANGUISH, FOCUSED MY PURPOSE. ITS *HATRED* FOR YOU MATCHED MY OWN.

IT KNEW WHO YOU WERE. AND IT HAD POWER. OH, *SUCH* POWER!

WE FOUND THE WOMAN FIRST. LATER, WE FOUND YOUR EMPTY APARTMENT. YOU WERE RUNNING FROM US.

"BUT THE SHADOW KNEW YOU WELL, KNEW YOU'D *HAVE* TO LEARN WHO WE WERE. SO WE WENT 'TROLLING,' USING OURSELVES AS A LURE. AND APPARENTLY, THE BAIT--"

NOW!

-- WORKED!

GOT IT!

LUNGING FOR YOUR WEAPON? TRYING TO *FIGHT* ME?!

GOOOOOD.

KROOM

I THINK I'M IN TROUBLE! ÷OONF€

THE ALIEN WASN'T REALLY *KILLED* BY THOSE BELLS! MUST'VE JUST DISSIPATED OUT OF PAIN! OR... REJECTION!

PROBABLY SENSED BROCK'S DESIRE TO KILL ME, AND THOUGHT THAT WAS A GOOD IDEA--

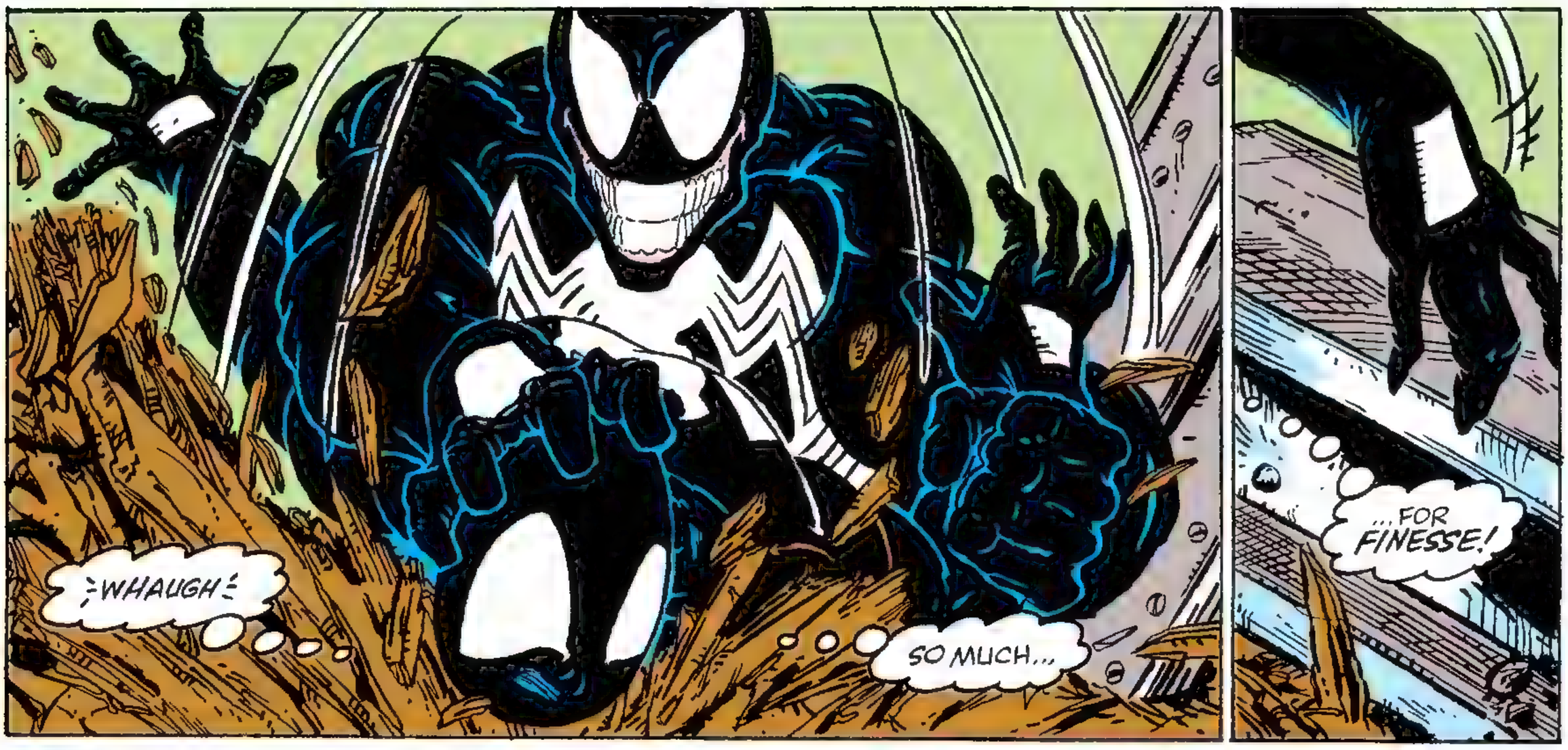
-- SINCE **I** HAD TRIED TO KILL *IT!*

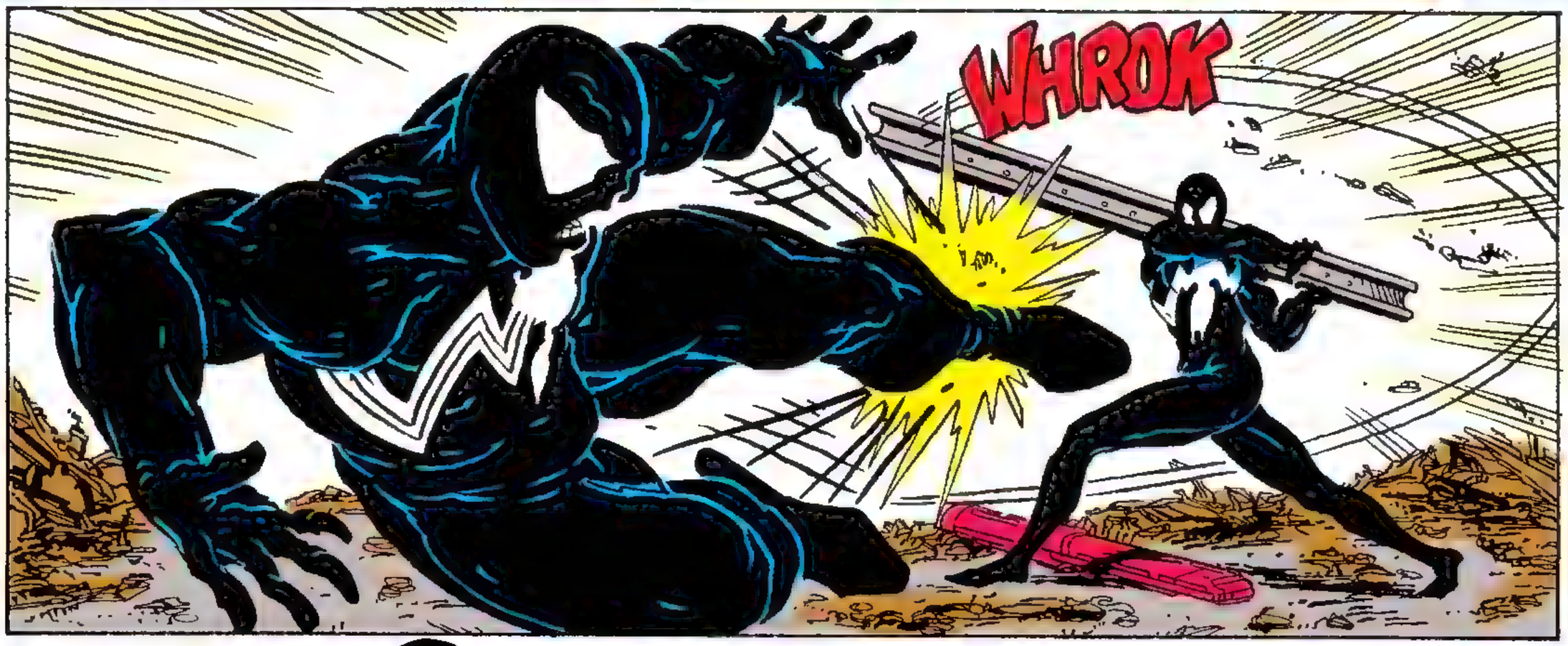
÷AGH!€

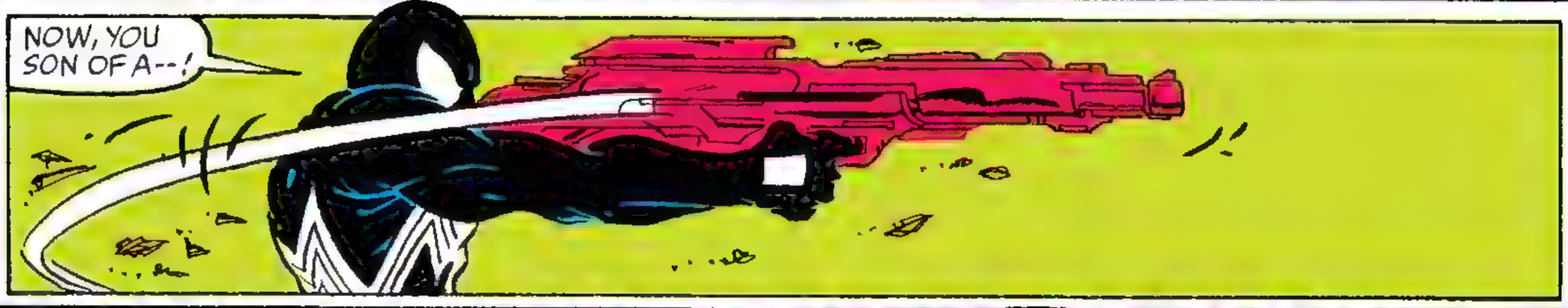
STILL DON'T KNOW WHY VENOM'S NOT TRIGGERING MY *SPIDER-SENSE*, THOUGH! AND I'M PAYING FOR THAT IGNORANCE IN *PAIN!*

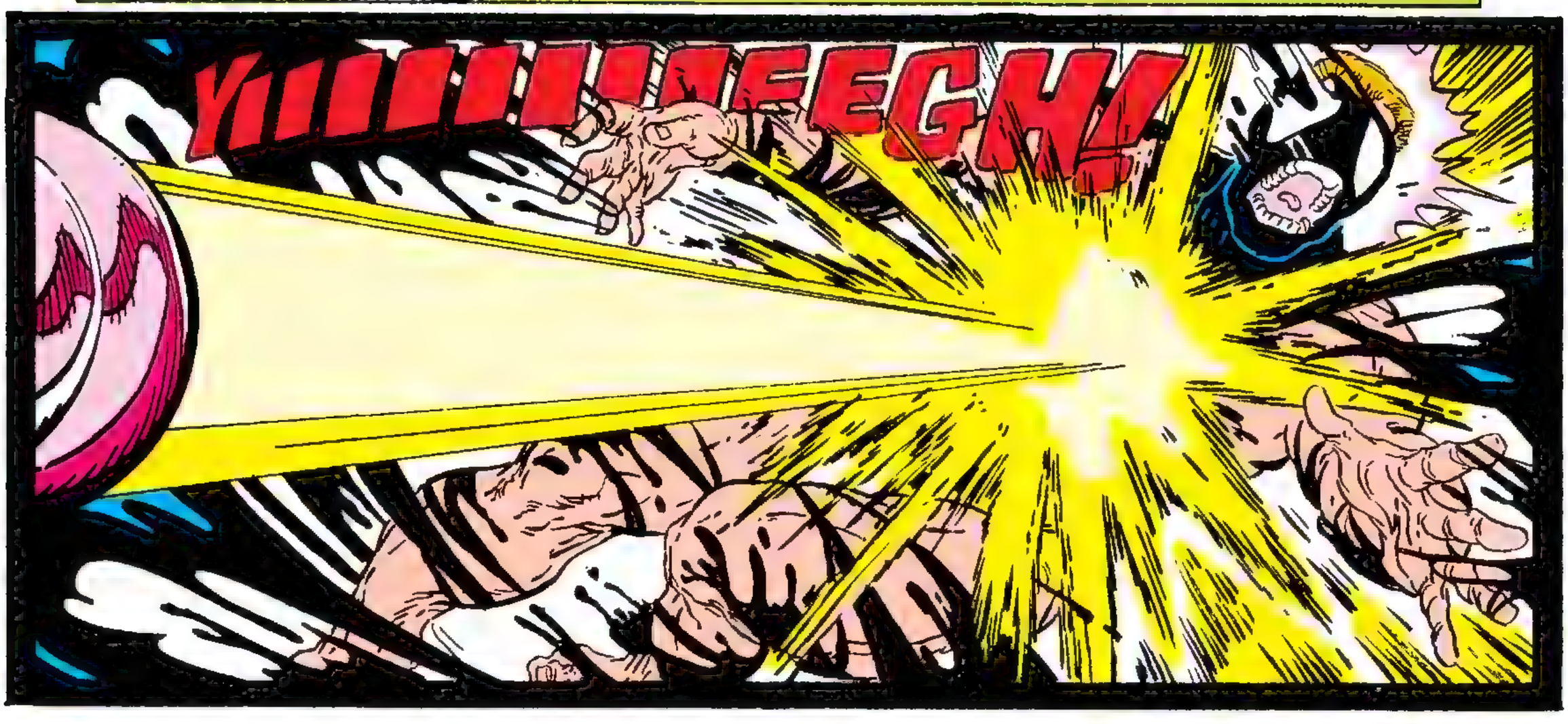
HE'S GOT ALL OF MY POWERS, AND *MORE* MUSCLE! ALL I'VE GOT IS *EXPERIENCE!*

HAVE TO USE STRATEGY! CALL ON MY *CUNNING* TO GET HIM OVER TO THE BLASTER!


:WHAUGH:
SO MUCH...
...FOR FINESSE!


WHROK


NOW, YOU SON OF A--!


YIIIIIIIIEEGH!

I DON'T GET IT! WHEN MR. FANTASTIC USED THE BLASTER ON *ME*, THE SYMBIOTE WAS DRIVEN *AWAY!*

BUT IT'S ONLY *PULLING* AWAY FROM BROCK! WHY ISN'T IT *DETACHING?* UNLESS--

--IT *CAN'T?* IT MUST HAVE COMPLETELY *BONDED* WITH HIS BODY! THAT'S WHY HE ISN'T TRIGGERING MY SPIDER-SENSE! THE *ALIEN* NEVER TRIPPED IT--

--AND NOW HE *IS* THE ALIEN!

WHICH MEANS THAT IF I KILL *IT*...

...I'LL KILL *BROCK!*

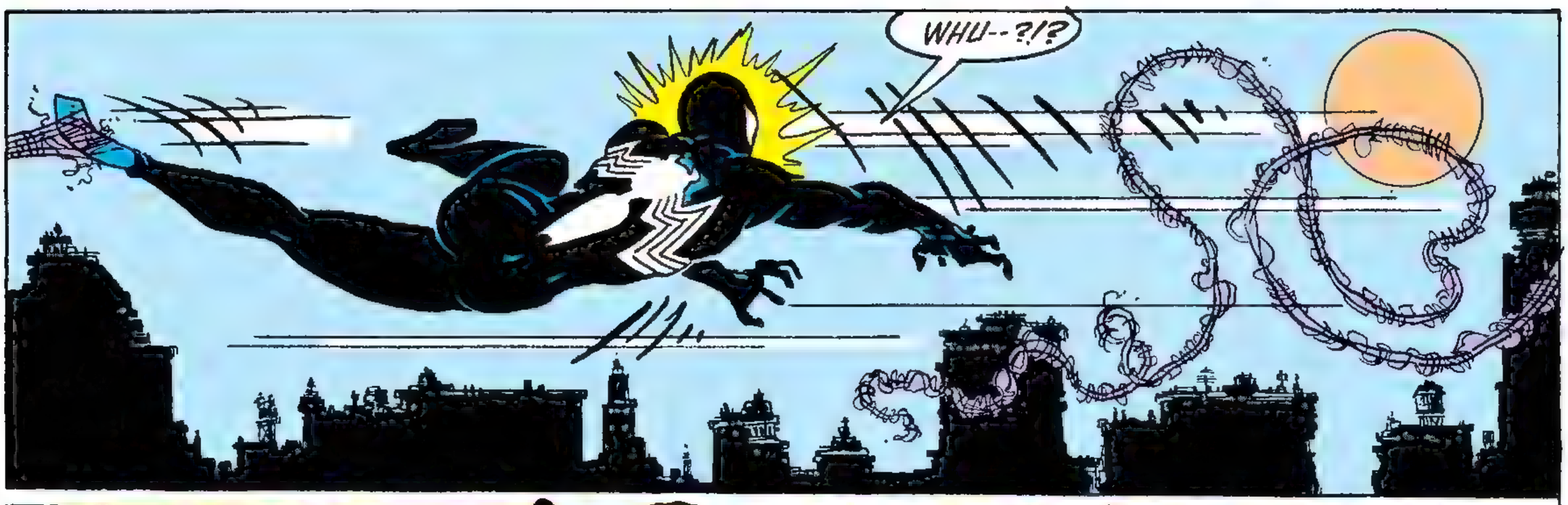
DON'T KNOW IF I COULD TAKE A *HUMAN* LIFE EVEN TO SAVE MY OWN! AND AFTER THAT BEATING I TOOK, I DON'T HAVE MUCH *FIGHT* LEFT!

I'D BETTER REGROUP, THINK UP A NEW *PLAN*--!

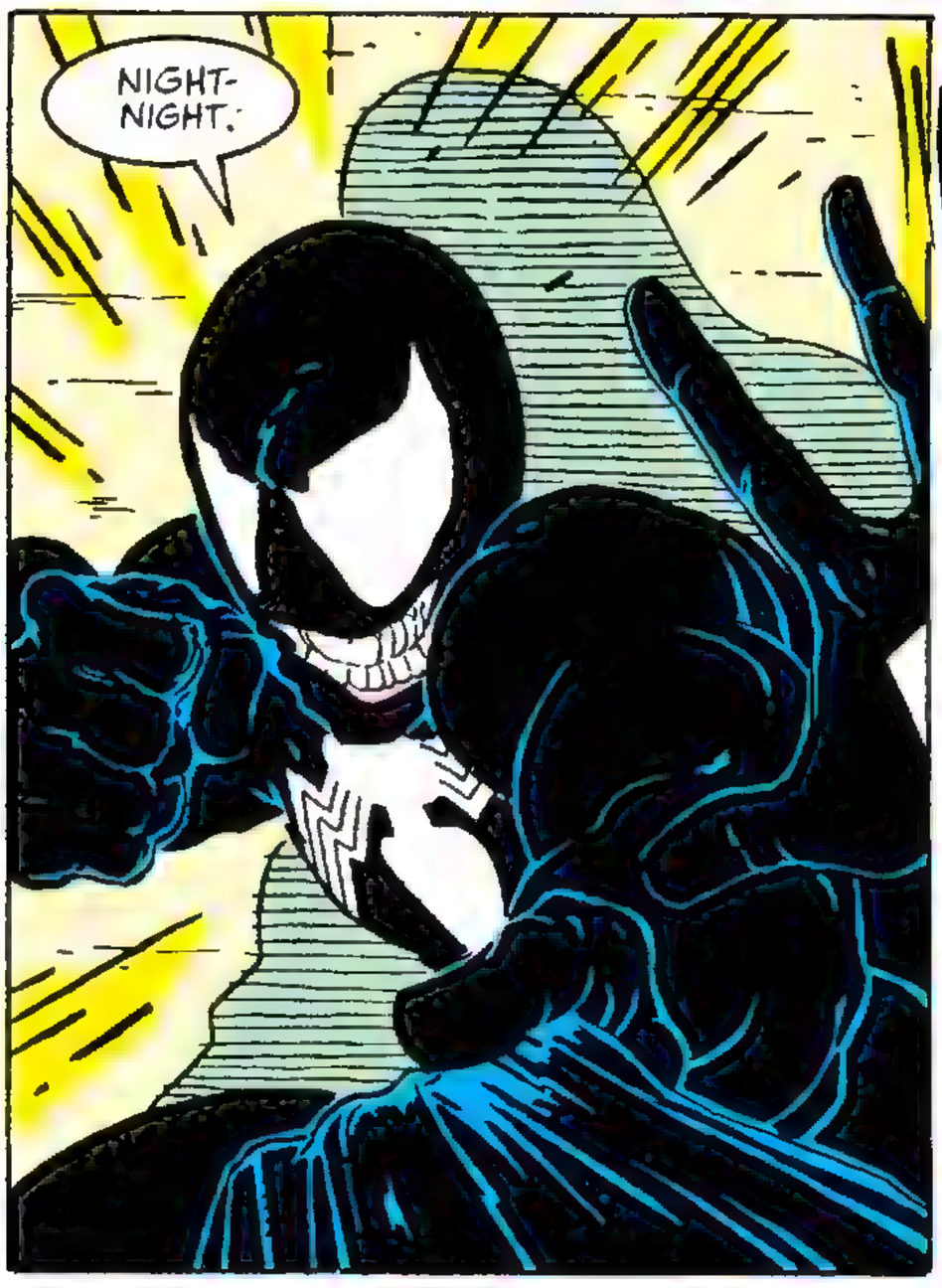
LEAVING?

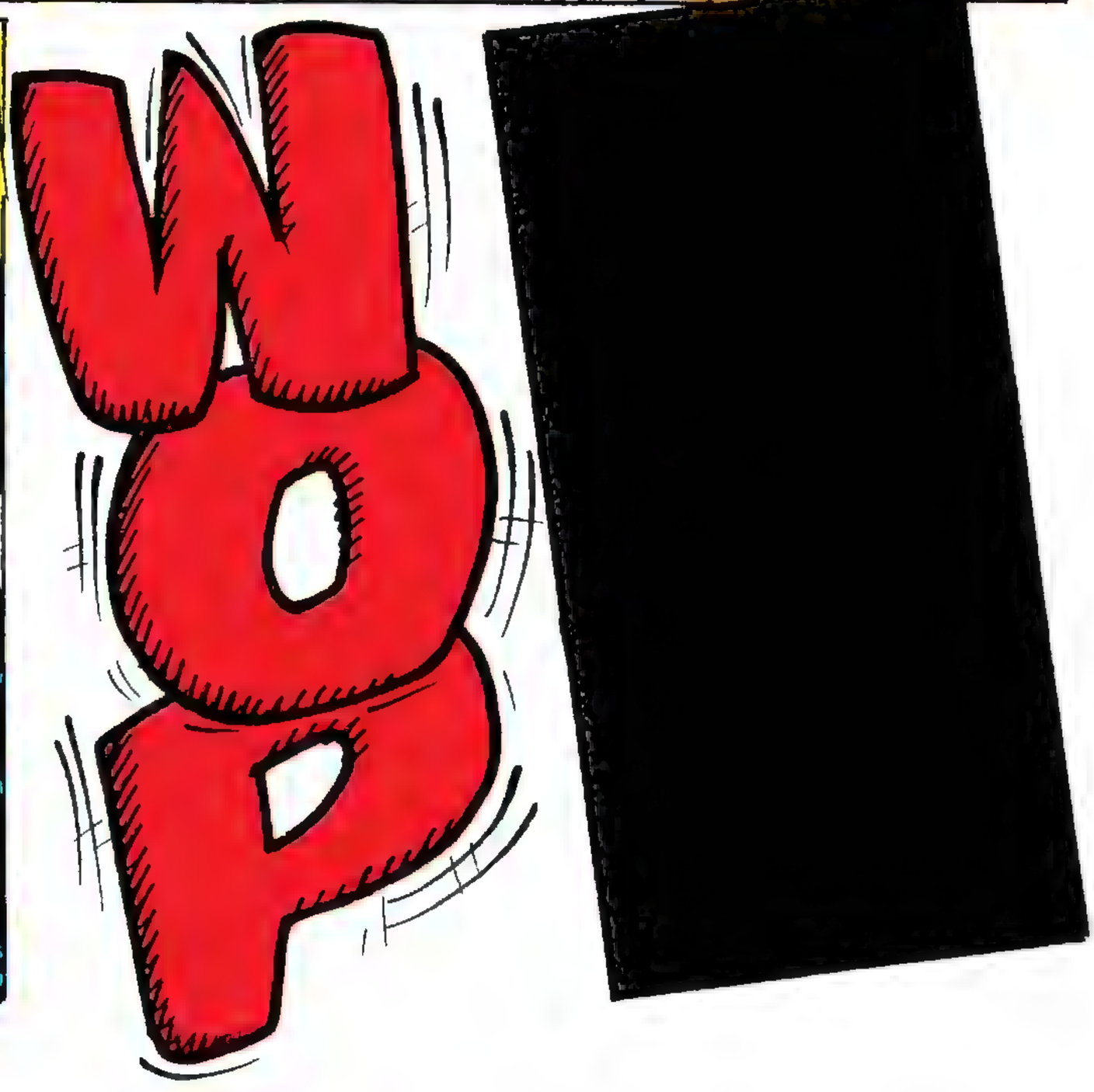
UH-UH.

PLIP


WHU--?!?

KERNCHRASH


NIGHT-
NIGHT.


WHO

UNKNOWN HOURS PASS.

UUUUUUHH...

WELCOME BACK TO THE LAND OF THE LIVING, SPIDER-MAN! WHAT A PITY YOUR STAY WILL BE SUCH A *SHORT* ONE!

WHA-- *LORD!*

APROPOS SENTIMENTS, CONSIDERING THE CIRCUM-STANCES.

JUST AS MY ALTERED *GARB* IS APPROPRIATE. AFTER ALL, WE ARE, IN A MANNER OF SPEAKING, ABOUT TO EXORCISE--

-- A *DEMON!*

HIH HEEE HA HA HA!

YOU TRIED TO KILL MY "SHADOW" WITH THESE BELLS, SPIDER-MAN! IT SEEMS ONLY FAIR THAT NOW THEY SHOULD KILL *YOU!*

THE CENTRAL BELL IS ABOUT TO TOLL *MIDNIGHT*-- BUT YOU'LL BE *GUT JAM* BY THE TIME IT STRIKES *TWO!*

WE MUST LEAVE.

WHEN THE CLAPPER SQUISHES THROUGH TO BARE METAL, THE NOISE COULD BE PAINFUL TO US. BUT I PROMISE--

--WE'LL RETURN TO VIEW THE *REMAINS!*

VENOM'S WEBBING'S AS STRONG AS MINE! MUST'VE USED *GALLONS* OF IT TO WEB ME TO THIS BELL!

CAN HARDLY MOVE! HAVE TO FIGURE SOME WAY TO--

--HUH? IN THE DISTANCE! *OTHER* BELLS STARTING TO TOLL! BUT THAT MEANS--

--AW, GEEZ! *CLAPPER'S* PULLING BACK!

NO TIME TO BE FANCY! GOTTA USE BRUTE STRENGTH!

TRY TO >UNG< P-PUSH ONE HAND THROUGH! L-LIKE TRYING...TO SCRATCH THROUGH...A CAST IRON GLOVE!

B-BUT...IT'S THE ONLY... *CHANCE...* *I'VE--*

WHEW

STOPPED IT ONCE, BUT HOW MANY TIMES CAN I PULL THAT STUNT--

-- BEFORE THE BONES IN MY HAND ARE CRUSHED TO *POWDER*?

STRANGE. WE SHOULD HAVE HEARD SOMETHING BY NOW.

A CRUNCH, A SCREAM... *SOMETHING!*

AGH!

NOW OR NEVER! WON'T BE ABLE TO STOP IT AGAIN!

MAYBE **I** DON'T HAVE THE **S**TRENGTH TO PULL MYSELF FROM THIS WEBBING IN TIME, BUT I'LL BET MY GOOD RIGHT ARM THAT THE AUTOMATED BELL-RINGING *MACHINERY*--

--DOES!

RETRACTING CLAPPER YANKED ME FREE!

THANK HEAVEN! ARM FEELS LIKE IT'S BEEN THE MAIN EVENT AT A *TAFFY PULL!* BUT AT LEAST I'M--

BLONG

EYIIIIGH! F-FORGOT ABOUT THE *TOLLING!*

THAT WAS FOUL, SPIDER-MAN! CHEAP AND BEGGARLY!

YOU BROKE THE *RULES!* NOW--

--YOU'LL HAVE TO BE *PUNISHED!*

I COULD STAY HERE, LET THE BELLS DO THE TRICK--

--BUT THAT COULD KILL *ME, TOO!*

GOTTA GET ROOM TO BREATHE--

--SO I CAN *KEEP ON* BREATHING!

BLONG

THINK, SPIDEY! HOW CAN YOU *FIGHT* THIS GUY? HE HAS THE SAME POWERS AS YOU, THE SAME WEBBING, THE SAME-- WAIT! HE *DOESN'T* HAVE THE SAME WEBBING!

WHEN *I* WORE THE ALIEN SUIT, I NEVER NEEDED WEBBING CARTRIDGES! NEVER EVEN KNEW WHERE THE WEBBING *CAME* FROM!

AND I REMEMBER *PUMA* SAYING THE WEBBING WAS ORGANIC!*

THAT COULD MEAN IT'S MADE OF THE ALIEN'S OWN *SUB-STANCE,* THAT HE REGENERATES IT OVER TIME! AND *THAT* COULD BE MY KEY--

KRRIK

*IN AMAZING SPIDER-MAN #259.--J.S.

--TO SURVIVAL!

BLONG

THWOK

PLIP

IF MY THEORY IS RIGHT, THE ALIEN MAKES WEBBING FROM ITSELF!

CHRAK

AND SINCE IT USED SO MUCH TO WEB ME TO THAT BELL, IT'S GOTTA BE RUNNING LOW!

PLIP

NO!

IF I KEEP FORCING VENOM TO USE THAT WEBBING TO KEEP FROM FALLING--

CHRAK

--HIS RESERVES COULD GET DEPLETED!

" HE'LL BE LIKE A HUMAN BEING WITH A BAD WOUND, LOSING LOTS OF BLOOD! HE'LL GET WEAKER... AND WEAKER... UNTIL, FINALLY--

"--HE RUNS OUT!"

PLLIIIIIIIPFF.....

EYYYYY!!!

KWUMPH

BROCK'S ALIVE--AND SO'S THE ALIEN. THOUGH IT HASN'T REGENERATED ENOUGH OF ITS MASS TO BE A *THREAT* YET.

I'LL NEED TO CONTAIN THEM BOTH, BUT THAT'LL HAVE TO WAIT. NOW--

--IF ONLY I CAN REMEMBER MARY JANE'S *CALLING CARD* NUMBER!

SOON...

BEDFORD TOWERS? THIS IS MR. PARKER FROM B-C. WE JUST MOVED IN AND DON'T HAVE A PHONE YET. COULD YOU POSSIBLY PASS A MESSAGE ALONG TO MY WIFE?

BE MY PLEASURE, SIR. WHAT'S THE GLAD WORD?

SECURITY

Phone

JUST TELL HER I HAD TO PHOTO-GRAPH A NEWS STORY, THAT I'LL BE HOME SOON, AND MOST OF ALL..., TELL HER I'M *OKAY.*

AND SO, SOME TIME LATER AT ***FOUR FREEDOMS PLAZA--***

-- CURRENT TEAM LEADER ***BENJAMIN GRIMM*** *COMPLETES IMPROVISED SECURITY ARRANGE-MENTS...*

I'VE BEEN ON THE HORN WITH MR. FANTASTIC, AN' HE SAYS THE *SONICS* BEIN' PIPED INTA THIS CYLINDER SHOULD KEEP ***VENOM*** NICE AN' DOCILE. LEASTWAYS--

--HOME OF THE LEGENDARY ***FANTASTIC FOUR--***

--TILL A SPECIAL CELL CAN BE BUILT FOR 'IM AT *THE VAULT*, THAT GOVERNMENT SUPER-PRISON OUT IN THE ROCKIES!

I REALLY APPRECIATE THIS, BEN.

HEY, NO PROBLEM. ONLY NEXT TIME, TRY TA BRING YER LOONIES IN A LITTLE *EARLIER*, WILL YA? =YAWN=

SPIDER-MAN MAKES THE TRIP TO THE BEDFORD TOWERS CAREFULLY, FAVORING HIS LEFT ARM.

AND ONCE THERE, AFTER HIS TALE HAS BEEN TOLD...

WHAT'S WRONG, MJ? YOU SEEM AWFULLY... *DISTANT.*

I *SAID* I WAS SORRY. I DID WHAT I FELT I *HAD* TO DO.

I UNDERSTAND, PETER. REALLY. AND I'M GLAD YOU'RE OKAY.

THEN WHY THE ICEBOX TREATMENT? IS IT BECAUSE I HAVE TO GO RIGHT BACK *OUT* AGAIN?

SWEETHEART, IF I DON'T SHOW UP AT *THE BUGLE* WITH PHOTOGRAPHS OF *SOMETHING* TOMORROW, ROBBIE AND THE OTHERS WILL GET SUSPICIOUS ABOUT WHY I DISAPPEARED FROM THE MOVE PARTY! I HAVE TO--

I *KNOW!*

I... I DIDN'T MEAN TO SNAP AT YOU, PETER. BUT YOU'RE RIGHT-- I *AM* UPSET. ONLY IT'S NOT BECAUSE OF YOU. IT'S BECAUSE OF... WELL...

...THAT!

AFTER ALL WE'VE BOTH BEEN THROUGH, I DON'T THINK I'LL *EVER* FEEL COMFORTABLE AROUND THAT COSTUME.

YEAH. I KNOW WHAT YOU MEAN.

WEARING THE SAME OUTFIT AS A *HOMICIDAL MANIAC* DOESN'T THRILL ME, EITHER!

AND SINCE IT'S IMPOSSIBLE TO GET VENOM'S SUIT AWAY FROM *HIM*--

--I GUESS I'LL JUST HAVE TO DO WITHOUT *MINE*.

'COURSE, SWINGING AROUND THE CITY IN MY WEB-SHOOTERS AND *FRUIT-OF-THE-LOOMS* ISN'T GOING TO DO WONDERS FOR MY *IMAGE!*

I HAVE AN IDEA ABOUT THAT, PETER.

I KNOW THIS ISN'T A REAL COSTUME, JUST A COMMERCIAL COPY YOU GOT WHEN YOU WERE IN GERMANY. * BUT RIGHT NOW--

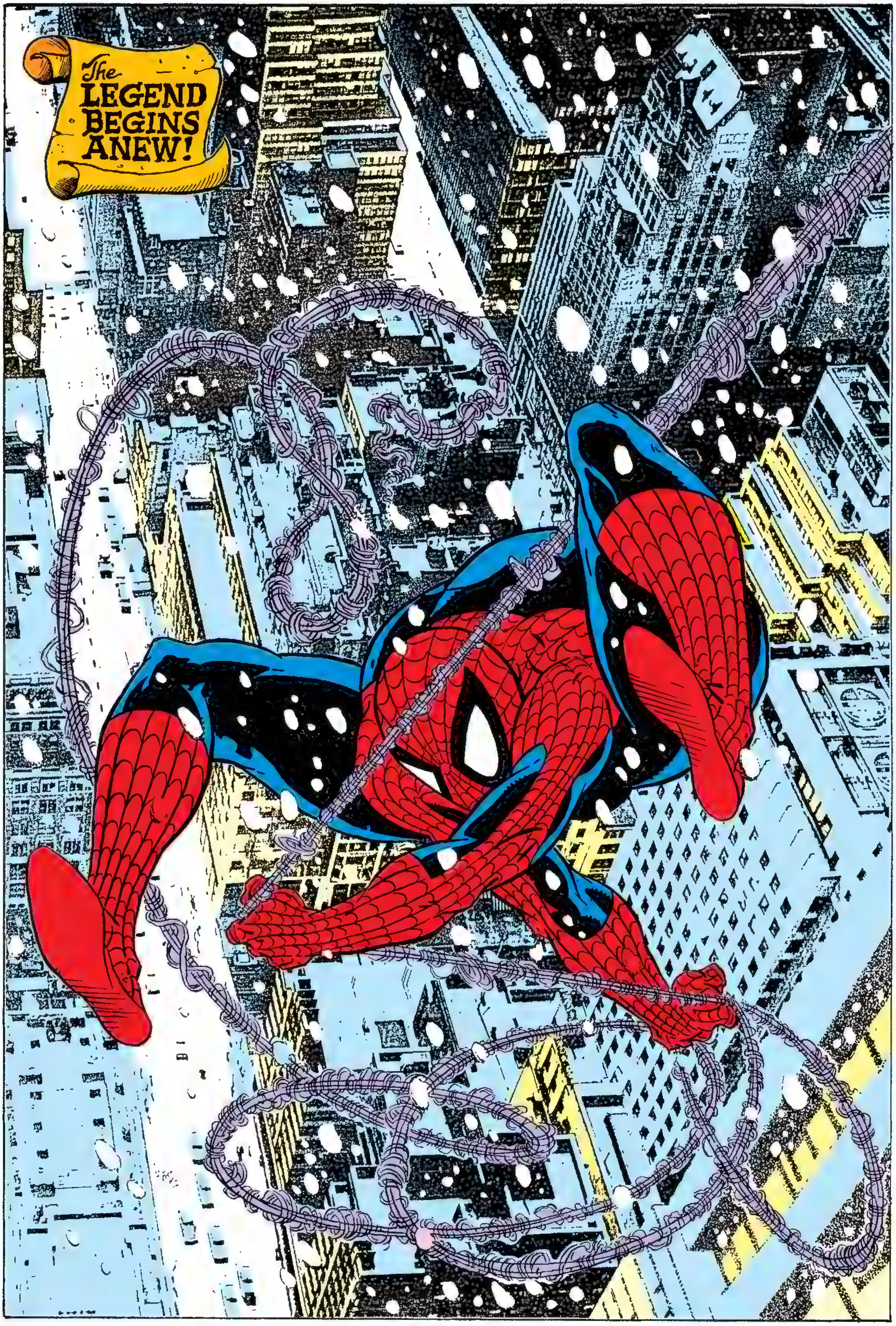
--IT ALMOST SEEMS LIKE AN *OLD FRIEND.* WHAT DO YOU THINK?

MARY JANE, I THINK--

--YOU'RE THE *GREATEST!*

A LINGERING KISS, A QUICK CHANGE OF CLOTHES, AND...

* IN THE **SPIDER-MAN** VS. **WOLVERINE** SPECIAL:-- J.S.


The LEGEND BEGINS ANEW!

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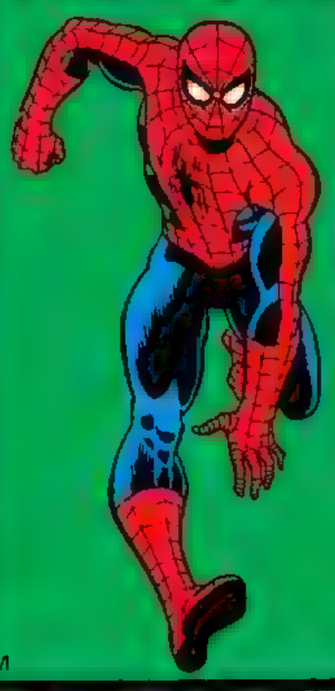

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the AMAZING SPIDER-MAN®

IN THIS ISSUE:
SILVER SABLE™ IS BACK!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE * TODD McFARLANE * RICK PARKER * GREGORY WRIGHT * JIM SALICRUP * TOM DEFALCO
WRITER ARTIST LETTERER COLORIST EDITOR EDITOR IN CHIEF

THE SABLE GAUNTLET!

COME ON, MEN! THE *WILD PACK* HAS TAKEN EVERYTHING THAT'S BEEN THROWN AT US, AND THERE'S ONLY ONE CORRIDOR TO GO!

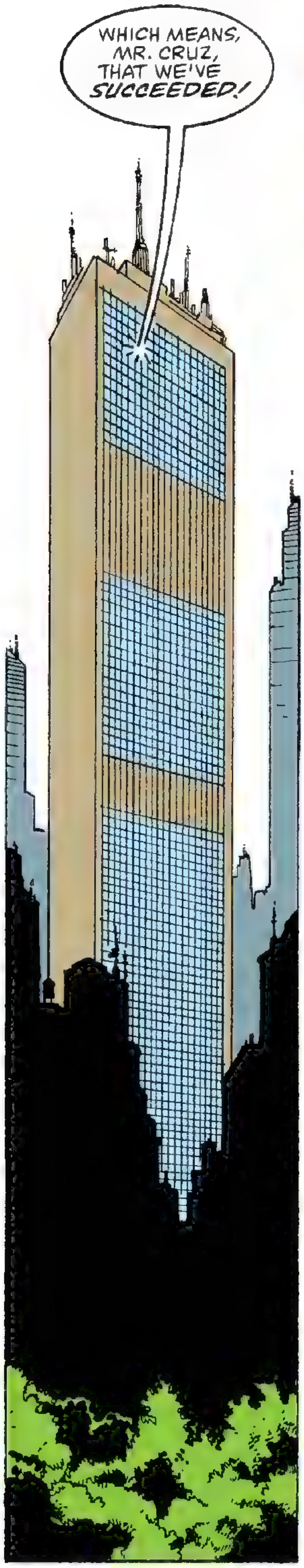
THIS MISSION IS A *PIECE O' CAKE!*

WRONG.

FWIK
BARRELS POPPIN' OUTTA THE WALLS!
FWIK
WE MUST'VE TRIPPED A HIDDEN TRIGGER!
FWIK
ACTIVATE BULLET-PROOF ESCUTCHEONS--
--NOW!
SHRRRING
POOMP
POOMP
POOMP
SPASH
PETCH
AMMO IS JUST *PAINT BALLS*, LIKE THEY USE IN SURVIVAL GAMES! BUT EVEN IF IT'D BEEN BULLETS, THEY'D JUST BOUNCE OFF OUR SHIELDS!
SO HOW'D WE DO, *MR. CRUZ?*
THOSE **FUMES** SHOULD TELL YOU THAT, McKAY! THEY'RE HARMLESS, BUT HAD THIS BEEN A REAL DANGER SITUATION THOSE "PAINT BALLS" COULD HAVE BEEN FILLED WITH **POISON GAS!**
YOU PROTECTED YOURSELVES FROM THE OBVIOUS, BUT THE **SUBTLE** COULD HAVE **KILLED** YOU! I'M AFRAID, GENTLEMEN--
--YOU'VE **FAILED** THE TEST!

SCENE: MANHATTAN.

WHICH MEANS, MR. CRUZ, THAT WE'VE *SUCCEEDED!*



THE PRUETT BUILDING: *NEW AND UNTENANTED, UNDERGOING THE FINAL PREPARATIONS FOR COMMERCIAL OCCUPATION.*

AS MY HEAD OF SECURITY, DON'T YOU AGREE?

NOT NECESSARILY, *MR. PRUETT.* THE WILD PACK IS GOOD, BUT SOME TERRORISTS COULD BE BETTER!

HMPH!

MS. SABLE, PLEASE--!

I RESPECT YOUR OPINION, FRANK--YOU'RE THE BEST AT WHAT YOU DO. BUT I'VE ADVERTISED THE PRUETT BUILDING AS BEING THE ***SAFEST*** BUSINESS LOCALE IN NEW YORK.

SECURITY IS WHAT I'M SELLING--AND WHAT MY CLIENTS ARE BUYING. IS THERE ANY ***BETTER*** WAY OF TESTING INTRUSION DETERRENTS?

HIRING THE WILD PACK FROM ***SILVER SABLE INTERNATIONAL*** WAS FINE TO A POINT, SIR. BUT I'D FEEL MUCH MORE CONFIDENT IF SECURITY MEASURES WERE TRIED BY THE BEST--***SILVER SABLE*** HERSELF!

SORRY, MR. CRUZ. THAT'S NOT MY LINE.

I'M SURE MY DEPARTMENT COULD AUTHORIZE A BONUS OF, SAY... $50,000?

I... I...

I HATE THIS.

--BUT WHEN I TURNED THE PACK INTO INTERNATIONAL *BOUNTY HUNTERS*, TOGETHER WE BECAME THE CORNERSTONE FOR THE ECONOMY OF MY HOME COUNTRY, *SYMKARIA!*

THE ONLY REASON I ACCEPTED *THIS* LOWLY JOB WAS BECAUSE OUR RECENT *SUCCESS* RATE HAS BEEN LESS THAN IMPRESSIVE.* I THOUGHT IT A PRACTICAL WAY TO BOLSTER OUR REPUTATION, *AND* SYMKARIA'S TREASURY!

BUT FOR *MYSELF* TO PARTICIPATE IN SUCH A COMMON VENTURE...

ALL RIGHT-- $100,000!

PRIDE MUST BE PRICKLY, TO HURT SO WHEN SWALLOWED.

I WILL TAKE THE CONTRACT.

THE WILD PACK WAS ORIGINALLY FORMED TO HUNT DOWN *NAZI WAR CRIMINALS*--

*IN AMAZING #265 AND #281, & SPECTACULAR #128. --J.S.

SOLEMNLY, SILVER SABLE DEPARTS, HER DECISION MADE.

WHILE ON THE UPPER WEST SIDE, OTHER MINDS SEEM SOMEWHAT LESS RESOLUTE...

ON SECOND THOUGHT--

-- I THINK *THAT* ONE WOULD LOOK BETTER OVER--NO, THE COLOR'S WRONG FOR--MAYBE IN THE CORNER WHERE--BUT THEN IT WOULD CLASH WITH-- HOW ABOUT OVER--

Y'KNOW, MARY JANE, I'VE BEEN WONDERING HOW I COULD MAKE MORE MONEY THAN BY TAKING PICTURES FOR THE *DAILY BUGLE*.

HOW DOES "*PETER PARKER, FURNITURE MOVER OF THE STARS*" SOUND?

SILLY.

I KNOW, LET'S TRY THE COUCH BESIDE--

--DARN! WE'LL HAVE TO FINISH LATER, I HAVE A *MAGAZINE COVER* TO POSE FOR IN AN HOUR!

GUESS I'D BETTER HEAD OUT, TOO.

PEEBEEP

I WANT TO CHECK ON AN ADVANCED *PHOTOGRAPHY* COURSE AT THE UNIVERSITY.

IN YOUR *SPIDER-MAN* COSTUME? EXPECTING TROUBLE FROM THE *SYNCHRONIZED SWIMMING TEAM*?

GOT A LITTLE ERRAND TO RUN FIRST.

AT LEAST I'VE GOT A *REAL* COSTUME TO WEAR NOW, INSTEAD OF THAT FUNKY *HALLOWEEN* OUTFIT!*

* AND FOR *THAT* STORY, CHECK OUT **WEB OF SPIDER-MAN #39.**--J.S.

THUS, LATER...

KNOCK 'EM DEAD, HON!

BE CAREFUL, PETER.

NICE COUPLE.

GREAT *LEGS*, TOO!

THE NEWLYWEDS PART; MARY JANE FINDS A TAXI; PETER FINDS AN ALLEYWAY, AND A CLANDESTINE COSTUME-CHANGE LATER--

REALLY, UNCLE MORTY, YOU'RE *OVERREACTING!*

HOW DO YOU *EXPECT* ME TO REACT?! YOU'RE TURNING THE WILD PACK INTO GLORIFIED *SECURITY POLICE!*

SPEAKING OF SECURITY--

--MAYBE YOU'D BETTER BEEF *YOURS* UP! NO ONE EVEN ASKED TO SEE MY DRIVER'S LICENSE!

WELL?

≠GASP≠ S-S-SPIDER-MAN!

-- AT THE SYMKARIAN EMBASSY...

WHAT DO YOU WANT?

CORDIAL AS EVER, EH, SILVER? WHAT I *WANT* IS TO KNOW WHY YOU SENT YOUR *MILO* PACK AFTER ME A FEW WEEKS AGO!*

SIMPLE: SOMEONE *HIRED* ME TO.

*AGAIN, IN *SPECTACULAR* #128. -- J.S.

IT WAS NOTHING PERSONAL.

"NOTHI--?!"

LOOK, LADY, BEING HUNTED LIKE A BUCK IN SEASON MAY NOT SEEM PERSONAL TO *YOU*, BUT--

PARDON ME, MS. SABLE. JASON PRUETT AND FRANKLIN CRUZ ARE HERE TO FINALIZE THE PRUETT BUILDING DEFENSE CONTRACT.

I'LL BE RIGHT OUT.

THERE'S SOMETHING STRANGE ABOUT THOSE GUYS. MY *SPIDER-SENSE* ISN'T EXACTLY BUZZING, BUT I AM GETTING A DEFINITE SENSE OF *MENACE*...!

EXCUSE ME, SPIDER-MAN. I HAVE *IMPORTANT* BUSINESS TO TEND TO. NEXT TIME YOU DROP BY--

--USE THE *FRONT DOOR*, HMM?

I SHOULD PROBABLY WARN SILVER--

BUT SHE'S SO BLASTED TIGHT-CHEEKED--

--TELL HER THERE'S SOMETHING *ODD* ABOUT HER VISITORS.

--LET HER FIGURE IT OUT FOR *HERSELF*!

WHILE AT THE BEDFORD TOWERS...

I'D LIKE TO SEE PETER PARKER, MY GOOD MAN. WOULD YOU BE SO KIND AS TO RING HIS FLAT?

SORRY, SIR. MR. PARKER'S NOT IN.

BUT IF IT'S ANY HELP, I BELIEVE I HEARD HIS WIFE WISHIN' HIM GOOD LUCK AT--

SECURITY

"--EMPIRE STATE UNIVERSITY!"

E.S.U.

THIS PLACE STILL FEELS LIKE HOME.

I CAN'T DENY I MISS THE ACADEMIC LIFE. BUT I GUESS I'LL HAVE TO *KEEP* MISSING IT-- REGISTRATION FOR THAT PHOTO COURSE I WANTED WAS *FULL*!

MAYBE I COULD *AUDIT* THE COURSE, GET THE KNOWLEDGE IF NOT THE CREDI--

PETER!

DR. SLOAN! HI!

I SAW YOU PASSING BY AND WONDERED IF YOU COULD HELP ME OUT. MY *PHYSICS* CLASS IS HAVING TROUBLE GRASPING *OHMIC RESISTANCE*, AND SINCE YOU WERE ALWAYS SO EFFECTIVE AS A *STUDENT TEACHER*...

BUT, DR. SLOAN, I- I'M RUSTY! I *COULDN'T*--!

HE COULD.

FIRST, YOU HAVE TO UNDERSTAND THAT ELECTRONS ARE ALWAYS ON THE MOVE--SORT OF LIKE PEE-WEE HERMAN AFTER A MEXICAN DINNER!

i=E/R

BUT AS PETER WARMS TO HIS AUDIENCE, AN ICY **CHILL** SETTLES OVER A MIDTOWN FASHION STUDIO, WHERE...

MARY JANE! **DAHLING!**

I **LOVE** WHAT SANDY'S DOING TO YOUR HAIR! IT WAS SO STYLISH WHEN I USED IT FOR A COVER SHOT--

--LAST YEAR!

REALLY, **TOPAZ?**

GUESS I MUST'VE MISSED THAT ISSUE OF--

--"KENNEL QUARTERLY!"

UH... OH.

BATTLE LINES ARE DRAWN.

WHILE AT **E.S.U....**

IT FELT GREAT TO DUST OFF THE ACADEMIC GEARS. BUT I'M STILL FEELING UNEASY. SOMETHING'S **NAGGING** AT ME.

IT'S THOSE GUYS AT THE SYMKARIAN EMBASSY. I DON'T WANT TO HASSLE WITH **SABLE** ANYMORE, BUT SINCE M. J.'S GOING TO BE WORKING LATE, AND I'VE NOTHING BETTER TO DO--

--I MIGHT AS WELL SALVE MY **CURIOSITY!**

"YES, SIR--"

--PETER PARKER **WAS** HERE, INQUIRING ABOUT A PHOTOGRAPHY COURSE.

ADMINISTRATIVE OFFICE 212

BUT I'M AFRAID HE LEFT A FEW MOMENTS AGO.

OH, DEAR. THEN I MUST HAVE--

THWIP

"--JUST MISSED HIM!"

EVENING COMES TO THE PRUETT BUILDING--AS DOES A CAST OF TENSE AND EAGER PLAYERS...

TO SUMMARIZE, MS. SABLE: YOU'RE TO MAKE YOUR WAY THROUGH THE BUILDING'S DEFENSES. WHEN YOU REACH THE SECURITY ROOM ON THE TOP FLOOR, PRESS THE FLASHING BUTTON ON THE COMPUTER CONSOLE--THAT WILL SIGNAL US THAT YOU'VE BEEN SUCCESSFUL.

I'LL BE MONITORING YOUR PROGRESS FROM THE TECHNICAL VAN.

I UNDERSTAND.

IF THERE'S ANYTHING ELSE...?

NOTHING, MR. PRUETT.

NOTHING BUT THE CHALLENGE...

...AND THE VICTORY!

WHILE ACROSS TOWN...

I CHECKED PRUETT OUT AS BEST I COULD. HE'S A TOUGH BUSINESSMAN, BUT SEEMS LEGIT.

CRUZ, ON THE OTHER HAND, IS MORE PUZZLING. COULDN'T FIND ANYTHING ON HIM EARLIER THAN THREE YEARS AGO. THAT DOESN'T *PROVE* ANYTHING--

--BUT IT DOES MERIT FURTHER INVESTIGATION! ACCORDING TO THE PHONE BOOK, THIS SHOULD BE CRUZ'S APARTMENT--

--WHOA! SPIDER-SENSE WARNING ME! A PHOTO-ELECTRIC *DETECTION* SYSTEM!

NOT UNUSUAL FOR A SECURITY SPECIALIST--

--BUT LET'S SEE WHAT *ELSE* I CAN TURN UP!

HOWEVER, AFTER A HALF-HOUR OF THOROUGH SEARCHING...

ZIP! ZILCH! NADA! COULD I HAVE BEEN WRONG ABOUT THIS GUY?

AH, WELL, GUESS I'D BETTER LEAVE. WON'T DO ANY GOOD JUST SITTING HERE IN THE--

--DARK? WAITA-MINIT! THERE'S *LIGHT* SHINING FROM THAT SEAM! LIGHT COMING FROM SOMETHING--

--*BEHIND* THE WALLS!

ELEVATORS ARE PROBABLY BOOBY-TRAPPED! BUT MAYBE THE *SHAFTS* WON'T BE-- EH?

CLICK

GUN BARRELS!

POOMP

MUST BE *PAINT BALLS* LIKE THE WILD PACK REPORTED!

POOMP

SHOOTING LIQUID-FILLED PELLETS!

A FEW ROUNDS FROM MY *GYROJET PISTOL* SHOULD ELIMINATE THE IMMEDIATE DANGER!

FFF-FAM

SHAP

KESH

VATCH

BUT THE OTHER SHAFTS ARE PROBABLY RIGGED AS WELL!

BETTER TAKE MY CHANCES IN THE MAIN BUILDING!

AT LEAST I DIDN'T GET ANY PAINT ON MY CLOTHES. SO FAR--

"--NO HARM DONE!"

SHHSSSSS

SSSSSSS

WALL SOUNDED *HOLLOW* WHEN I TAPPED IT! MUST BE SOME WAY TO-- AHA! WIRES RUNNING BEHIND THIS CURTAIN! LEADING TO--

--THE TELEPHONE? BUT STANDARD PHONE WIRING IS INSTALLED *INSIDE* WALLS! SO THIS MUST BE--

--PAYDIRT! A HIDDEN SWITCH! LET'S SEE WHAT *PUSHING* IT WILL--

--EH? WALL SLIDING BACK! REVEALING A SECRET ROOM! AND *INSIDE*--!

OH, SILVER...

NAZI

...WHAT HAVE YOU GOTTEN YOURSELF *INTO*?

I'M INTO THE CENTER OF THE BUILDING--BUT I DON'T LIKE IT. GETTING HERE WAS TOO *EASY!*

I CAN'T BELIEVE THIS CORRIDOR ISN'T GUARDED *SOMEHOW!*

AND THIS AEROSOL CAN OF *CHEMICAL FOG* SHOULD TELL ME IF I'M RIGHT!

JUST AS I THOUGHT! MIST IS REVEALING INVISIBLE *LIGHT BEAMS!* TOUCHING THEM WOULD UNDOUBTEDLY TRIGGER *ALARMS!*

THIS IS GOING TO BE TRICKY!

HAVE TO CALL ON ALL OF MY ACROBATIC TRAINING TO--

BLAST!

ZAK

SHOULD HAVE LEFT THE *SATCHEL* BACK AT--

-- HUH? NO ALARMS? I COULD HAVE *SWORN* MY SATCHEL CLIPPED ONE OF THOSE BEAMS! BUT I GUESS--

--I WAS JUST *LUCKY!*

SSSSSS

=WHEW= ACCORDING TO THESE DOCUMENTS, FRANK CRUZ WAS BORN *FRANZ KRAUS!* HE'S THE SON OF HEINRICH KRAUS-- A NAZI *WAR CRIMINAL* SABLE AND THE WILD PACK PUT AWAY YEARS AGO!

HEINRICH DIED IN PRISON, AND CRUZ HAS BEEN PLANNING *REVENGE* EVER SINCE! MANEUVERING, MANIPULATING, GETTING INTO A POSITION TO *STRIKE!*

HE'S ALTERED DEFENSE MECHANISMS IN THE PRUETT BUILDING, FILLED PAINT PELLETS WITH *ACID*, CHANGED INFRARED TO *LASERS*, AND MORE! HE DOESN'T JUST WANT SABLE DOWN--

--HE WANTS HER *DEAD!*

DEAD QUIET.

EXCEPT FOR--

-- RUSH OF AIR!

THE TECHNOLOGY AT CRUZ'S DISPOSAL IS IMPRESSIVE! THAT DRONE MUST BE A HEAT-SEEKER!

ITS HYPODERMIC ARMS MEANT TO RENDER AN INTRUDER UNCONSCIOUS!

BUT NOT *THIS* INTRUDER!

CHISH

SHAK

SPLUT

SORRY, CRUZ, IT WILL TAKE MORE THAN *KNOCKOUT DROPS* TO STOP *ME!*

KRRRNKLE

YEAH, YEAH, I *KNOW* I SAID I'D LET SABLE HANDLE THIS HERSELF! BUT A GUY'S GOTTA *SLEEP* NIGHTS, DOESN'T HE?

THERE'S THE PRUETT BUILDING!

I'LL JUST BOP IN, GIVE HER THE SCOOP, AND BE ON MY WAY BEFORE-- HUH?

SPIDER-SENSE!

PRESSURE-SENSITIVE STEEL SHUTTERS! WOULD'VE BROKEN MY *WRIST* IF I'D LEFT MY HAND THERE!

SKUNK

THWIP

GOT TO SEND A WEB-LINE TO THE ROOF! THEN KICK BACK--

--AND SWING FORWARD AS FAST AS I CAN! SMASH THROUGH THE WINDOW BEFORE THE SENSORS CAN--

KRISSH

--REACT!

SLLLANK

MADE IT! THE SECURITY CONTROL ROOM!

AND THERE'S THE SIGNAL BUTTON! ALL I NEED DO IS ACTIVATE IT, AND THE GAME WILL BE OV--

THWIP

STOP!

THAT BUTTON COULD *KILL* YOU!

SPIDER-MAN! WHAT DO YOU MEAN? HOW DO YOU *KNOW?*

BECAUSE MY *SPIDER-SE--* ER, I-I MEAN, I HAVE THIS *FEELING--*

--AW, HECK. *TRUST* ME, OKAY?

NOT LIKELY! CRUZ MUST HAVE HIRED YOU AS MY FINAL *OBSTACLE!*

AND YOU'D JUST LOVE TO SEE ME FAIL! TO REPAY ME FOR SENDING THE WILD PACK AFTER YOU!

FAM FAM FAM

BLAST IT, SABLE--

--LISTEN TO REASON!

WHAKAM

IF I WANTED TO STOP YOU, I'D JUST WEB YOU UP LIKE YESTERDAY'S LEFTOVERS!

SO WHY HAVEN'T I?

SHWIK

SHWIK

PERHAPS, WALL-CRAWLER--

--BECAUSE I AM TOO GOOD FOR YOU!

HEY, DON'T GET HUMBLE ON MY ACCOUNT!

SHE IS GOOD! AND FAST! HAVE TO DO A DOUBLE FLIP, BANK OFF A WALL, THEN HIT HER FROM--

--BEHIND!

C'MON, SABLE! I JUST WANT TO TALK!

YOU WANT TO DISTRACT ME! BREAK MY *CONCENTRATION!* BUT NONE OF CRUZ'S STRATEGY WILL DETER ME!

CONCENTRATION? MAYBE THAT'S IT!

HIS NAME ISN'T CRUZ, SABLE! IT'S *KRAUS!*

WHA--?

FRANZ KRAUS!

HEINRICH KRAUS'S BABY BOY!

"HEINRICH--?" B-BUT, *THAT* WAS THE MAN I--

RIGHT! AND NOW THAT I'VE GOT YOUR *ATTENTION*, WHY DON'T YOU SHEATHE YOUR CLAWS WHILE I SHOW YOU WHAT I MEAN!

EXPLOSIVES?!

KRRRIP

RIGGED TO THE SIGNAL BUTTON! YOUR FINAL ACT OF SUCCESS WOULD HAVE BLOWN YOU AND THE TOP FLOOR OF THIS BUILDING TO *SMITHEREENS!*

IT APPEARS YOU MAY HAVE SAVED MY LIFE, SPIDER-MAN. IT IS DIFFICULT FOR ME TO SAY THIS, BUT...

...THANK YOU.

GRATITUDE? FROM *SILVER SABLE?* HEY, DON'T MENTION IT!

I WON'T.

AND LATER, AFTER FULL EXPLANATIONS HAVE BEEN MADE...

ALL EXPLOSIVES DEFUSED, MS. SABLE, AND I'VE JUST HEARD FROM THE SWEEP TEAM SENT TO CRUZ'S APARTMENT-- PRESENCE NEGATIVE.

AND FROM THE WAY HE TOOK OFF IN THE MONITOR VAN WHEN YOU RADIOED THAT YOU WERE SAFE, I DOUBT HE'LL BE BACK.

NATURALLY, SILVER, YOU'LL BE PAID YOUR FULL FEE.

AND I'D ALSO LIKE TO OFFER YOU A FURTHER COMMISSION-- THAT OF FINDING FRANKLIN CRUZ AND BRINGING HIM TO *JUSTICE!*

I'LL HAVE TO CHECK MY ASSIGNMENT SCHEDULE, MR. PRUETT--

--BUT I THINK I CAN *WORK IT IN!*

GREAT. SILVER GETS BIG BUCKS AND ANOTHER JOB.

I SAVE THE DAY, AND I DON'T EVEN GET *CARFARE!*

HOW TYPICAL...

THE TRIP HOME IS MADE SLOWLY, INTROSPECTIVELY...

GUESS I SHOULDN'T BEGRUDGE SILVER. THE WAY I'VE BEEN LOOKING FOR BETTER-PAYING WORK MYSELF--

--I SHOULD BE GLAD *SOMEONE'S* DOING WELL!

MARY JANE! I'M--

--BACK?

WE'VE GOT COMPANY, PETER. THIS IS *MARTIN JACOBY.*

UH, HI.

I REPRESENT *ON-LINE RESEARCH*, IN EMPORIA, KANSAS. AND YOU, MY BOY, ARE A HARD PERSON TO RUN DOWN!

DR. CONNERS WARNED US ABOUT THAT WHEN HE RECOMMENDED YOU.

CURT CONNERS?!! HE'S A BRILLIANT SCIENTIST--BUT HE ALSO TRANSFORMS INTO *THE LIZARD*--ONE OF MY DEADLIEST ENEMIES!

IF *HE* SENT THIS MAN HERE--

YOU LOOK APPREHENSIVE, MY BOY. LET ME PUT YOUR MIND AT EASE. *ON-LINE* NEEDS A NEW *CHIEF ASSISTANT* IN OUR EXPERIMENTAL DIVISION. AND I'VE COME TO OFFER THAT JOB--

--TO *YOU!*

NEXT

WHAT HAPPENS WHEN YOU PLACE A WALL-CRAWLING CITY-SLICKER IN THE MIDST OF AMERICA'S HEARTLAND? FIND OUT IN--

"(MID) AMERICAN GOTHIC!"

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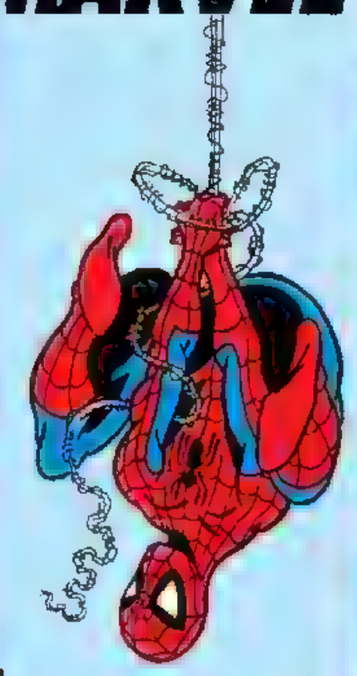

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the AMAZING SPIDER-MAN®

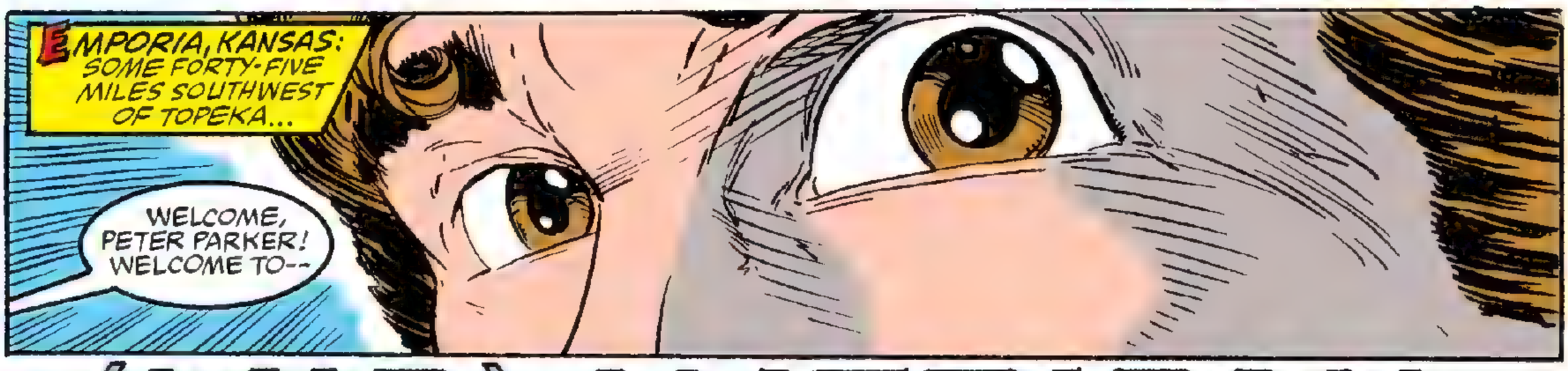
CHAOS IN KANSAS!

NO ONE WILL STOP ME FROM HAVING MY REVENGE!

NO ONE!

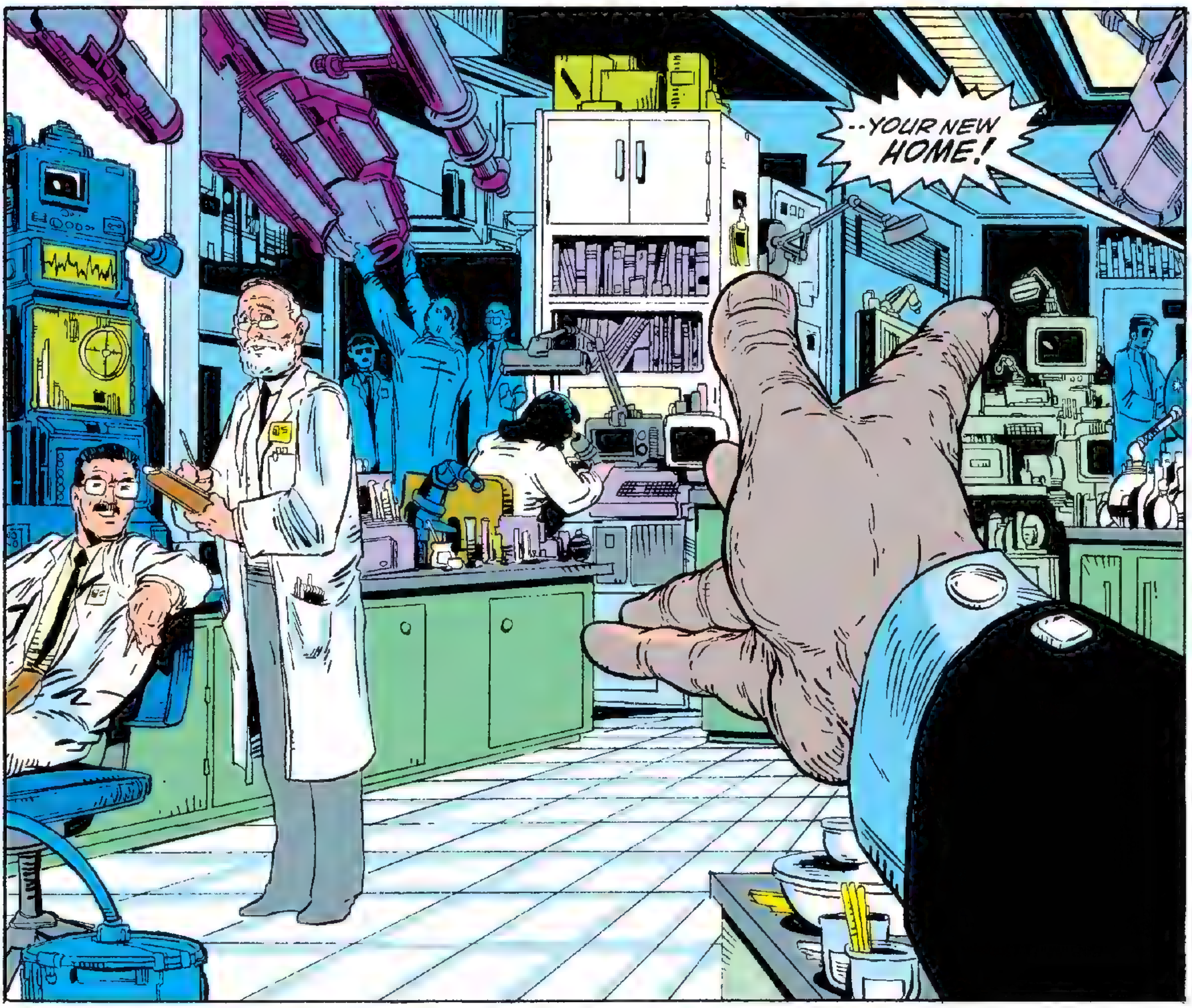
McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



(MID)AMERICAN GOTHIC!

DAVID MICHELINIE WRITER * TODD McFARLANE ARTIST * RICK PARKER LETTERER * GREGORY WRIGHT COLORIST * JIM SALICRUP EDITOR * TOM DeFALCO EDITOR IN CHIEF



I THINK YOU'LL FIND *ON-LINE RESEARCH* TO BE EVERYTHING I SAID IT WAS, MY BOY.

MARTIN JACOBY IS NOT ONE TO EXAGGERATE!

IT'S TERRIFIC, MR. JACOBY--

-- BUT AS FOR BEING "HOME," I HAVEN'T ACCEPTED YOUR *JOB OFFER* YET!

PETER, AS *CHIEF ASSISTANT* OF OUR EXPERIMENTAL DIVISION, YOU'LL BE PART OF THE FASTEST GROWING SCIENTIFIC FIRM IN THE COUNTRY.

AND ALONG WITH THE GENEROUS SALARY AND BENEFITS ALREADY DISCUSSED, YOU'LL HAVE THE TIME, RESOURCES--AND *ENCOURAGEMENT*--TO PURSUE YOUR OWN PROJECTS!

IT SOUNDS WONDERFUL, JUST WHAT I'VE HOPED FOR EVER SINCE JUNIOR HIGH! BUT I CAN'T HELP WONDERING... WHY *ME*?

YOUR ACADEMIC RECORDS ARE EXEMPLARY, PETER. BUT WHAT TILTED THE DECISION IN YOUR FAVOR--

-- WAS A PERSONAL RECOMMENDATION FROM *DR. CURT CONNORS.*

AS *SPIDER-MAN*, I'VE FOUGHT DR. CONNORS'S ALTER EGO--*THE LIZARD*--ALMOST TO THE DEATH!

NOW CURT'S ABOUT TO HELP MAKE A *DREAM* COME TRUE!

TALK ABOUT IRONY...!

LET'S HAVE A LOOK AT THE GROUNDS, SHALL WE?

SURE.

WOW. I'M GLAD I TOOK MR. JACOBY'S OFFER OF AN EXPENSES-PAID INSPECTION TOUR! THIS IS ABOUT AS DIFFERENT FROM *NEW YORK* AS YOU CAN GET!

NOT THAT I WOULD HAVE BEEN *OFFERED* THIS JOB IN NEW YORK-- TOO MUCH *COMPETITION*. BUT WHILE THERE ARE PLENTY OF BRAINY PEOPLE OUT HERE, I GUESS MY ***SPECIALIZED*** TALENTS ARE KIND OF RARE.

AS YOU CAN SEE, WE MAY BE A YOUNG COMPANY BUT WE'RE ALREADY EXPANDING.

AND THE ***NEW WING*** WILL BE YOUR PROVINCE, AFTER YOU'VE DECIDED TO JOIN--

BLAST IT, CASSADY--

--THOSE MACHINES ARE JARRING MY DELICATE EXPERIMENTS!

I'VE TOLD MY CREW TO GO EASY, *DR. NERO*--

--BUT THERE'S NO WAY TO PUT UP A BUILDING WITHOUT *SOME* DISRUPTION!

THEN *FIND* A WAY--OR I'LL HAVE YOU *FIRED!*

FIRE ***THIS***, YOU--!

I APOLOGIZE, PETER. ***WES CASSADY*** IS THE BEST CONSTRUCTION BOSS IN THE STATE, BUT EVEN ***HE*** CAN'T HANDLE *ROYCE NERO.*

NERO IS BRILLIANT, NEW TO THE PRIVATE SECTOR AFTER 20 YEARS OF GOVERNMENT SERVICE. BUT I'M AFRAID HE ***IS*** A BIT--

KA-DOOM

--VOLATILE?

TROUBLE, WES! ACETYLENE TORCH BACKED-UP AND BLEW! FIRE'S SPREADIN' TO THE SHED WHERE THE OTHER GAS BOTTLES ARE STORED!

IF THAT SHED GOES--!

EVACUATE THE AREA! FAST!

WE GOT AN EMERGENCY!

JACOBY HAD TO GO TAKE CHARGE! THAT LEAVES ME FREE TO FIND AN EMPTY ROOM! AFTER ALL--

--I DON'T WANT MY NEW CAREER TO GO UP IN SMOKE BEFORE I EVEN START IT!

AND THIS LOOKS LIKE A JOB FOR--

--THE FIRE DEPARTMENT!

BUT, SINCE THEY'RE NOT AROUND...!

BRINGING MY *COSTUME* ALONG SEEMED SILLY AT FIRST.

BUT I FELT SORT OF LIKE A *GUNFIGHTER* GOING INTO A STRANGE TOWN WITHOUT A *.44* ON HIS HIP!

NOW I'M GLAD I GAVE IN!

I'M ALSO GLAD FOR THAT *EVACUATION* ORDER! I DON'T HAVE TO WORRY ABOUT BEING SEEN, ABOUT PEOPLE WONDERING WHAT *SPIDER-MAN* IS DOING IN *KANSAS!*

HMM, LOOKS GRIM. FLAMES GETTING NEAR THAT SHED. SCATTERED PROPANE CYLINDERS ALREADY BLOWING, THROWING SHRAPNEL! I'D BETTER--

--HUH? WH-WHAT THE DEVIL IS *THAT?*

SHIFF

SHIFF

SHIFF

WES CASSADY?! RUNNING SO FAST I CAN HARDLY FOLLOW HIM!

ZIG-ZAGGING TO MISS THE FLYING DEBRIS!

"NOW HE'S KICKING THE GATE ON THAT FLATBED! BREAKING THE LATCH!

"TRUCK'S FULL OF FIBERGLASS INSULATION! BUT WHAT'S HE GOING TO DO WITH--

OWENS

INSULATION

"--EH? HE'S *KICKING* THEM OUT! HIS LEG STRENGTH IS *INCREDIBLE!* AND THE BUNDLES ARE LANDING--

"-- AROUND THE ACETYLENE SHED! SMOTHERING THE FLAMES!

"THE DANGER'S *OVER!*

DANGER'S OVER. HATED TAKIN' THIS CHANCE, BUT AT LEAST I WASN'T--

-- SPOTTED?

OH--

--NO!

SHHHHHWIP

SHHHHHHIFF

AND, SOON AFTER, ONCE PROFESSIONAL FIREFIGHTERS HAVE THE SITUATION WELL IN HAND...

I HOPE YOU UNDERSTAND THAT THIS WAS AN ISOLATED INCIDENT, PETER.

OF COURSE, MR. JACOBY. ACCIDENTS CAN HAPPEN ANYWHERE.

ACCIDENTS, YES-- BUT PEOPLE WITH SUPER POWERS?

I JUST HOPE WES CASSADY IS THE ONLY SURPRISE I RUN INTO ON THIS TRIP!

HOWEVER, IN THE NEARBY LAB OF DR. ROYCE NERO...

THERE! ALL CONNECTED! THE EXO-FRAME SHOULD FIT OVER MY RIGHT ARM, THE CONTROL GRID ON MY LEFT! THEN BOTH WILL BE LINKED TO A POWER GENERATOR BACKPACK! NOW--

--TO SEE IF IT WORKS!

TEK

WHHMMMM

SSSZZZZZ

FFASH

I'M ALMOST READY...!

TIRED AND PUZZLED, PETER PARKER RETURNS TO HIS COMPANY-PROVIDED MOTEL ROOM. HE HAS MUCH TO THINK ABOUT.

WHILE SOME 1500 MILES EAST, IN NEW YORK CITY--

--AT THE SYMKARIAN EMBASSY...

SILVER? THE WILD PACK HAS RETURNED FROM ITS MISSION.

SHOW THEM IN, UNCLE MORTY.

CHOK!

THIS WAY, GENTLEMEN.

JUST ONE? BUT I SENT SIX!

I'M THE ONLY ONE... WHO CAN STILL WALK... M-MS. SABLE! WE...

...WE FOUND HIM!

FRANZ KRAUS?*

YES. BUT HIS ORGANIZATION... IS BIGGER... M-MORE DANGEROUS... THAN WE EVER IMAGINED!

I SEE. THEN IT APPEARS I MAY HAVE TO ENLIST--

* SEE LAST ISSUE--J.S.

--A SPECIAL OPERATIVE!

≠K-KOFF≠

DISMISSED.

EVENING SETTLES OVER EMPORIA; WHILE AT THE RURAL HOME OF WESLEY AND RUTH CASSADY, THE LAST VESTIGES OF A SUCCESSFUL BACKYARD BARBECUE ARE BEING GATHERED UP--

-- AS A SPIRITED GAME OF CATCH COMES TO AN ABRUPT END...

HEY, BILLY! "ALF'S" COMIN' ON!

ALL RIGHT! CAN I GO WATCH TV, DAD?

SURE, BILL, GO ON. YOU'RE GETTIN' TOO GOOD FOR YOUR OL' MAN ANYWAY!

YOU BOYS HEAD ON IN WITH YOUR MOM. I'LL BE RIGHT WITH--

--YOU!

SHEESH! THAT'S THE *SECOND* TIME YOU'VE KNOWN I WAS WATCHING! HOW DO YOU *DO* THAT?!

IT'S A LONG STORY.

THAT'S THE STORY I CAME TO *HEAR!*

THWIP!

YEAH, I WAS KIND OF *WONDERIN'* WHAT YOU WERE DOIN' IN THIS NECK OF THE WOODS.

ACTUALLY, I HADN'T PLANNED ON BEING *SEEN!* I JUST CAME TO SNOOP AROUND! IF I MOVE HERE, AND THERE ARE OTHER *SUPER-TYPES* IN THE AREA, I'LL NEED TO KNOW THE SCORE! BUT NOW, CASSADY PROBABLY WON'T TELL ME *ANYTHING!*

COME ON, THEN, LET'S GO TO THE GARAGE--'FORE MY *KIDS* SEE YOU!

YOU...YOU'RE GOING TO *EXPLAIN?*

YEAH. FOR *MY* SAKE!

THIS HAS BEEN CHURNIN' INSIDE ME FOR A LONG TIME. I *NEED* TO TELL SOMEONE. AND I FIGURE YOU, OF ALL PEOPLE, MIGHT UNDERSTAND.

BUT SO HELP ME, IF YOU *LAUGH--!*

HEY, YOU'RE TALKING TO SOMEONE WHO *CRIED* AT A *ROBIN WILLIAMS* CONCERT LAST MONTH!

ALL RIGHT, THEN. IT'S LIKE THIS...

...I WAS *FOREMAN* WHEN THE ORIGINAL ON-LINE BUILDINGS WERE PUT UP. TOWARDS THE END, THEY STARTED TRANSFERRING LAB ANIMALS FROM ONGOING EXPERIMENTS AT ANOTHER SITE. BUT A CRATE SLIPPED, BROKE --

-- AND A *JACK RABBIT* GOT LOOSE. JACKS ARE FAST, AGILE, CAN TURN ON A DIME. IT WAS JUST *LUCK* THAT I WAS IN THE RIGHT SPOT TO GRAB THAT ONE.

'CEPT THE SUCKER *BIT* ME! I HEARD LATER IT DIED OF RADIATION POISONING. I FIGURED THAT WAS WHY I HAD A *FEVER* FOR THE NEXT THREE DAYS. BUT WHEN THE FEVER BROKE--

--THE STRENGTH OF MY *LEGS* HAD INCREASED A *HUNDRED TIMES!*

I COULD RUN, JUMP, KICK LIKE A... WELL... A HUGE *JACK RABBIT!*

I COULD ALSO FEEL WHEN A HUNTER'S *EYES* WERE ON ME, WHICH IS HOW I WAS ABLE TO PICK *YOU* UP.

THAT WAS TWO YEARS AGO.

I'VE KEPT IT A SECRET EVER SINCE. I MEAN, I'VE GOT A GREAT FAMILY, A FINE JOB, A GOOD *LIFE.*

WHY'D THIS HAVE TO HAPPEN TO *ME?*

BUT WHY NOT *DO* SOMETHING WITH YOUR POWERS?

LIKE WHAT? STRAP ON A FLUFFY TAIL AND CALL MYSELF "*BUNNY-MAN*"? I JUST WANT TO BE *NORMAL!*

SAY, YOU'VE BEEN AT THIS A LONG TIME--

--ANYTHING YOU CAN DO TO HELP ME?

I... I'M SORRY. I WISH I COULD.

YEAH, WELL, IT'S HELPED A *BIT* TO GET THIS OFF MY CHEST. YOU WON'T TELL ANYONE, WILL YOU?

COUNT ON IT.

HE DIDN'T EVEN ASK WHAT I WAS DOING IN *KANSAS.* MAYBE HE THINKS I'M EMBARRASSED BY *MY* POWERS, TOO! I GUESS I'VE COPED WITH MY SITUATION PRETTY WELL--

--CONSIDERING HOW MUCH TROUBLE *WES* IS HAVING WITH *HIS!*

AND, ON THE TOPIC OF HAVING TROUBLE: AT THAT MOMENT IN BROOKLYN...

NUTS! DID IT AGAIN!

WENT AN' LOCKED MY RENTED ROOM WITH THE KEY INSIDE!

AH, WELL, LEAST NO ONE'S AROUND. AN' SOMETIMES THERE ARE ADVANTAGES TO SECRETLY BEIN'--

--THE SAND-MAN!

KLIK

NOW TO-- HUH? MY LANDLADY, MRS. CASADA!

YOU HAVE A VISITOR, SYLVESTER! I'M SENDING HER UP!

A VISITOR? BUT WHO--

-- SILVER SABLE!

GOOD EVENING, MR. BAKER. I HAVE...

...A PROPOSITION TO MAKE YOU!

WILLIAM BAKER-- a.k.a. "SYLVESTER MANN" -- LISTENS INTENTLY.

WHILE SOMEWHAT NORTHWARD, AT THE BEDFORD TOWERS IN MANHATTAN, MARY JANE WATSON-PARKER LISTENS WITH A SMILE--

--AND THEN REPLIES WITH ONE...

YOU'RE SOUNDING SPRY, TIGER!

NOT FOOLING AROUND WITH THOSE CORN-FED COUNTRY GIRLS, ARE YOU?

C'MON, MJ, I'M A MARRIED MAN! I ONLY HAVE EYES-- ETCETERA-- FOR YOU!

I JUST WANTED TO TELL YOU THE JOB IS TERRIFIC! EXACTLY WHAT I'D HOPED! CAN'T GO INTO DETAILS NOW-- DON'T WANT TO RUN UP THE COMPANY'S PHONE BILL--

--BUT I'LL TELL YOU EVERY-THING WHEN I GET HOME IN A COUPLE OF DAYS!

OH. O-OKAY, PETER. UM, TAKE CARE NOW. 'BYE.

DARN. I WAS AFRAID OF THIS...!

BUT THOUGH STORM CLOUDS SEEM TO GATHER OVER THE UPPER WEST SIDE, A BRIGHT SUN SHINES WARMLY OVER ON-LINE RESEARCH THE NEXT DAY.

WHERE...

EXCELLENT. OUR TACTILE BONDING EXPERIMENTS SEEM TO BE COMING ALONG QUITE-- EH?

AUSTIN TO BYRNE

TAP TAP

--AH. I'M FORGETTING MY MANNERS!

PLEASE, DOCTOR, COME IN!

ROYCE NERO? BUT WHY IS HE WEARING THAT ODD *CLOTHING*? IS--

THANKS--

KRASH

--I WILL!

D-DR. NERO! WH-WHAT ARE YOU DOING?!

COLLECTING *DUES*, JACOBY!

I SPENT 20 YEARS WITH THE GOVERNMENT, DEVELOPING *RIOT CONTROL* EQUIPMENT! BUT I WAS "*RETIRED*" WHEN THEY DECIDED MY INVENTIONS WERE TOO EXTREME, TOO *FATAL*!

SO I DECIDED TO MAKE MY BRILLIANCE *PAY*! I USED MY TIME HERE TO TURN *DEFENSIVE* DEVICES INTO *OFFENSIVE* ONES! NOW, I'M GOING TO TAKE MY FIRST PAYMENT: THE PRICELESS PLANS FOR THE *SECRET PROJECTS* IN YOUR SAFE!

WHILE AT THAT MOMENT, ARRIVING OUTSIDE...

REEREEEEREEEE

STAFF PARKING ONLY

THAT'S THE EMERGENCY ALARM, MR. PARKER! WE'D BETTER WAIT HERE TILL WE FIND OUT WHAT'S GOING ON!

YEAH, THAT'D BE THE *SMART* THING! EXPOSING MY *SPIDER-MAN* IDENTITY COULD RAISE LOTS OF STICKY QUESTIONS!

ON THE OTHER HAND, ON-LINE DID BRING ME HERE. AND OFFERED ME A *JOB!* AHHHH...

...BLAST!

AAIIEEEE!

STOP WHINING! IT'S JUST LIQUID SOAP AND ONION JUICE! IT SHOULD CAUSE NO *PERMANENT* DAMAGE!

TOO BAD YOU CAN'T SAY THE SAME FOR WHAT *I'M* ABOUT TO DO TO *YOU!*

WHO--? *SPIDER-MAN?!?*

B-BUT, WHAT THE DEVIL ARE *YOU* DOING *HERE?*

I'M ON WORLD TOUR, HOTSHOT-- WANT ONE OF MY T-SHIRTS?

HE'S SHOOTING SOME KIND OF LIQUID! PROBABLY THE SAME STUFF HE USED ON THOSE GUARDS!

YIPE! NOW HE'S SWITCHED TO PNEUMATICS!

THWIP!

PUSHING THE AIR LIKE A BATTERING RAM!

THIS GUY'S GOT MORE TRICKS THAN DOUG HENNING!

SO MAYBE I'D BETTER PULL A LITTLE HOCUS-POCUS OF MY OWN!

FOR INSTANCE: NOW YOU SEE HIM...

...NOW--

?

--YOU DON'T!

CH-CHUNCH

RUNNN...

AGH! S-SLAMMED ME CLEAR THROUGH TO THE *LIGHT STUDIES LAB!* EVEN WITH MY PROTECTIVE RIOT SUIT, THAT *HURT!*

MAKES ME FEEL LIKE HURTING--

"--BACK!"

HEY! WHAT'S THIS *GOOP* NERO'S SPLASHIN' ALL OVER ME?

SOME KIND OF FOAM! SOLIDIFYING INSTANTLY! HARDER THAN *STEEL!*

LEAVE 'EM ALONE!

≥UNF≤ THAT WAS STUPID! STRIKING OUT BLINDLY!

WHEN I COULD ACCOMPLISH SO MUCH MORE BY ATTACKING--

--THE SOURCE!

TEK

W-W-W-WA--?! S-SOMETHING HAPPENING! CAN'T KEEP MY *BALANCE!*

F-FEEL LIKE A MARIONETTE WITH ITS *STRINGS* CLIPPED!

THE *SONICS* I'M SENDING DISRUPT THE FLUID IN YOUR INNER EAR, SPIDER-MAN! THEY'RE DEBILITATING, BUT WON'T *KILL* YOU! AT LEAST--

--NOT *QUICKLY!*

CAN'T HARDLY MOVE! CAN BARELY *CRAWL!* H-HOW CAN I-- WAIT! IN THE CROWD!

BUT THEN THEY'D *KNOW!* EVERYONE! RUTH...THE KIDS...THEY'D ALL THINK I WAS SOME KIND OF *FREAK!*

CASSADY! H-HELP ME! YOU'RE THE ONLY ONE WHO *CAN!*

TRYING TO RISE? GOOD! MAYBE YOU'LL STUMBLE INTO THAT EXPERIMENTAL *LASER* AND SAVE ME THE TROUBLE!

"STUMBLE?" M-MAYBE THAT'S... THE ANSWER!

THING IS, I *COULD* HELP HIM! AND I *SHOULD!* I... I...

FELL INTO THE LASER STAND? SWIVELING THE BEAM--

--THIS WAY!

AIMING HIS SONICS *AWAY* FROM ME!

THIS IS MY CHANCE TO TAKE HIM--

...CAN'T.

OUT!

PCHASH

I... I'M SORRY SPIDER-MAN. I JUST *COULDN'T--!*

I KNOW.

I MIGHT HAVE DONE THE SAME THING, IF I'D BEEN BORN IN YOUR SHOES. WE DO WHAT WE HAVE TO. ALL OF US.

AND THEN WE LIVE WITH IT.

SOME TIME LATER, AFTER POLICE HAVE TAKEN CHARGE...

BEATS ME, MR. JACOBY. I READ THAT SPIDER-MAN'S BEEN SPOTTED IN *ENGLAND* AND *GERMANY* RECENTLY-- MAYBE THERE'S A WHOLE *SQUAD* OF THEM RUNNING AROUND!

I ONLY HOPE THIS HASN'T SOURED YOUR IMPRESSION OF *ON-LINE*, MY BOY.

KCPD

NOT AT ALL! I'LL HAVE TO DISCUSS IT WITH MY *WIFE*, OF COURSE. BUT I THINK YOU CAN COUNT ON ADDING A NEW *EMPLOYEE* TO THE PAYROLL! JUST AS SOON AS--

"-- I GET BACK TO *NEW YORK!*"

PETER!

I'M SO GLAD YOU'RE BACK! THE BIG APPLE JUST WASN'T THE SAME WITHOUT YOU!

THEN IT HAD BETTER GET *USED* TO THE CHANGE!

HNH?

I WANT TO *TAKE* THAT JOB, MARY JANE! IT'S EVERYTHING I'D HOPED! WHAT DO YOU SAY?

I... I'VE BEEN THINKING, PETER. A LOT. NEW YORK'S MY *HOME*. MY FRIENDS ARE HERE. MY *CAREER* IS, TOO. AND... I DON'T KNOW IF I COULD GIVE ALL THAT UP.

EVEN TO MAKE A *DREAM* COME TRUE.

IN THE STILL AIR, A QUESTION HANGS, AS SHARP AND CLEAR AS IF IT HAD BEEN SPOKEN ALOUD: "*WHAT NOW?*"

NEXT ISSUE: *SANDMAN! SILVER SABLE! AND... THE* ***DECISION!***

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the AMAZING SPIDER-MAN®

ON THE WATERFRONT . . .

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THEY SAY NEW YORK IS A NOISY CITY. NONSENSE. YOU JUST HAVE TO KNOW WHERE TO GO. FOR INSTANCE: IF IT'S PEACE AND PRIVACY YOU WANT, THE CHRYSLER BUILDING IS HARD TO BEAT.

ASSUMING, OF COURSE, YOU'VE GOT WHAT IT TAKES TO GET TO THE TOP!

BLAST! I'M FACING THE TOUGHEST DECISION OF MY LIFE! AND AGAINST THAT--

--ALL MY POWERS AS SPIDER-MAN DON'T MEAN SQUAT!

DOCK SAVAGE

DAVID MICHELINIE	TODD McFARLANE	RICK PARKER	BOB SHAREN	JIM SALICRUP	TOM DeFALCO
WRITER	ARTIST	LETTERING	COLOR	EDITOR	EDITOR IN CHIEF

WHY COULDN'T I HAVE BEEN AN INTERNATIONAL BOUNTY HUNTER, LIKE *SILVER SABLE?*

I MEAN, ALL SHE HAS TO WORRY ABOUT IS TRACKING DOWN SOME *NEO-NAZI* WHO WANTS TO *KILL* HER!* THAT'S SIMPLE. STRAIGHTFORWARD.

BUT NO, I ALWAYS WANTED TO BE A *SCIENTIST*. SO WHEN I WAS ASKED TO TAKE THAT RESEARCH JOB OUT IN *KANSAS*--**

--IT WAS LIKE OFFERING *WATER* TO A THIRSTY MAN! EXCEPT THAT THE GLASS WAS FILLED WITH *BRINE!*

**CHECK OUT LAST ISSUE.-- JIM.

IT ONLY MADE THINGS *WORSE!* I HAD A TASTE OF THE DREAM, BUT THEN I STARTED THINKING ABOUT ALL I'D HAVE TO GIVE UP. AND ABOUT *AUNT MAY.*

OH, SHE'D *PRETEND* TO BE HAPPY FOR ME... BUT INSIDE, I KNOW MY LEAVING WOULD BREAK HER HEART!

*AS DETAILED IN *AMAZING SPIDER-MAN# 301.* --YOUR FRIENDLY NEIGHBORHOOD SPIDEY-EDITOR.

" THEN THERE'S THE OTHER PROBLEM: I KEEP ACTING LIKE I'M STILL SINGLE, LIKE I'M NOT *MARRIED* TO SOMEONE WHO DEPENDS ON A NEW YORK BASE FOR A THRIVING *MODELING* CAREER!

" I KEEP THINKING ABOUT *ME*, WHEN I SHOULD BE WORRIED ABOUT THE WOMAN I LOVE,

" ABOUT MY WIFE.

" ABOUT--

" *MARY JANE,* "

-- DAAAAVIIIID LETTERMAN!

SO WHAT IS IT WITH THIS REAGAN GUY, HUH? I MEAN, DID HE REALLY MAKE AN *ASP* OF HIMSELF OR WHAT?*

HA-HA HA-HA HA-HA

*FOR THE TALE BEHIND THIS PUNCHLINE, SEE CAPTAIN AMERICA #344. --- J.S.

AND NOW, SAY HELLO TO THUNDER BAY'S ANSWER TO LAWRENCE WELK, PAUL SHAF--

KLIK

P.. PETER...?

SORRY, HON. I WAS ;YAWN; TRYIN' TO WAIT UP FOR YOU.

YOU OKAY? GET ANY GOOD ACTION PICTURES TO SELL TO THE *DAILY BUGLE?*

UH... ACTUALLY...

NO.

SLOW NIGHT FOR FELONIES?

I GUESS. TRUTH IS, I DIDN'T FEEL MUCH LIKE *LOOKING.*

I UNDERSTAND, SWEETHEART. I KNOW THIS IS HARD ON YOU. AND I'M SORRY IF I'M NOT HELPING MUCH. BUT ALL MY *FRIENDS* ARE IN NEW YORK. AND MY *WORK*, AND--

I KNOW. AND I WOULDN'T EVEN *THINK* OF ASKING YOU TO LEAVE IF THIS JOB WASN'T EXACTLY WHAT I'D HOPED FOR ALL MY LIFE. I... AW, HECK. I DON'T KNOW *WHAT* TO DO.

THEN MAYBE WE SHOULD JUST GO TO BED... AND WORRY ABOUT IT *TOMORROW?*

LADY--

--I LIKE THE WAY YOU THINK.

BUT MORNING STILL FINDS THE QUESTION UNRESOLVED. WHILE ACROSS TOWN--

-- A SOLID SANDSTONE FIST FINDS A WEAKNESS IN A STAIN-LESS STEEL ATTACK DRONE!

ANOTHER ONE, EH? AN' THIS ONE SHAPED LIKE A GIANT BUG?

GUESS YOUR ARMORERS GOTTA DO SOMETHIN' TO KEEP FROM GETTIN' BORED, HUH?

PLEASE, MR. BAKER, CONTINUE.

WHRRRRR

NO SWEAT. THIS THING'S HIGH-TECH.

AN' A LOT O' PEOPLE THINK THAT MEANS "INVINCIBLE" THESE DAYS!

BUT ME, I'VE LEARNED THAT CIRCUITS AND GIZMOS DON'T ALWAYS WORK TOO GOOD--

SHHSSSSS

--WHEN THEY'RE ALL GUNKED UP WITH *SAND!* >HEH<

JUMP

MOST IMPRESSIVE, MR. BAKER. THIS DEMONSTRATION HAS REASSURED ME. FOR WHEN *SILVER SABLE* HIRES AN OPERATIVE, SHE DEMANDS THE *BEST!*

ESPECIALLY NOW, WHEN OUR QUARRY IS *FRANZ KRAUS*, THE SON OF A NAZI WAR CRIMINAL MY *WILD PACK* PUT BEHIND BARS YEARS AGO.

AND A MAN WHOSE THREAT OF PERSONAL *VENGEANCE* MUST NOT BE TAKEN TOO *LIGHTLY.*

WE'VE MANAGED TO LOCATE KRAUS, BUT WITH MANY CASUALTIES-- AND INCREASED MEDICAL EXPENSES FOR *SILVER SABLE INTERNATIONAL.*

WHICH IS WHY I HIRED YOU-- *THE SANDMAN*-- AND BROUGHT YOU HERE TO THE SYMKARIAN EMBASSY. HOWEVER...

...THOUGH YOUR BRAWN IS FORMIDABLE, WE NEED A MORE *SUBTLE* APPROACH FOR *RECON* WORK. SO I'VE DECIDED TO ADD ONE MORE TO THE TEAM.

A GENTLEMAN WITH WHOM YOU'RE ALREADY *ACQUAINTED*, I BELIEVE...

A PHONE CALL IS MADE.

AND SOON AFTER, AT THE DOWNTOWN OFFICES OF THE DAILY BUGLE...

NO LUCK.

DAILY

KATE CUSHING SAID THEY NEEDED A PHOTOGRAPHER ABOUT A HALF-HOUR AGO, BUT THAT LANCE BANNON WAS AROUND SO THEY GAVE THE ASSIGNMENT TO HIM!

GUESS I'LL JUST HAVE TO LIVE OFF MY SAVINGS UNTIL-- EH?

BLAST THAT GOOD-FOR-NOTHING WALL-CRAWLER!

WHAT'S UP, JONAH?

NOTHING I CAN'T HANDLE, PARKER! THIS IS REALLY JOE ROBERTSON'S JOB! BUT SINCE HE'S ON HOSPITAL LEAVE--

--YOUR ESTEEMED PUBLISHER HAS TO APPROVE A LAST MINUTE LAYOUT CHANGE FOR THE AFTERNOON EDITION!

THAT SABLE DAME SURE HAS GALL! WHY IF SHE HADN'T OFFERED TO TRIPLE OUR PREMIUM AD RATE--!

APRIL 12, 1988

DAILY BU

SPIDER-MAN: HIGH PAY FOR SHORT TERM EMPLOYMENT IF INTERESTED, CONTACT SILVER SABLE, SYMKARIAN EMBASSY.

FEH! THIS IS THE SECOND TIME SHE'S PULLED A STUNT LIKE THIS! YOU'D THINK THAT DADBURNED SPIDER-MAN WOULD HAVE A LITTLE CONSIDERATION AND GET A LISTED PHONE NUMBER!

UH, RIGHT! GOOD IDEA!

'BYE!

MY PAST EXPERIENCES WITH SILVER SABLE HAVEN'T EXACTLY BEEN HIGH POINTS OF MY LIFE, BUT I SURE COULD USE THE MONEY. BESIDES, WITH THE WORRIES OF RE-LOCATING STILL MESSING UP MY MIND--

--LORD KNOWS I COULD USE A DIVERSION!

AND HE'S NOT THE ONLY ONE...!

OKAY! BREAK, EVERYBODY! FIVE MINUTES!

YOU ALL RIGHT, DOLL? YOU DON'T SEEM TO BE GIVING THIS SHOOT ALL YA GOT.

I'LL PICK IT UP, ARNIE. JUST NEED A LITTLE REST.

BULL. WHAT I *NEED* IS TO MAKE UP MY *MIND!*

MY CAREER MAY BE ROUGH SOMETIMES, EVEN TEDIOUS, BUT I *LOVE* IT! AND HOW COULD I POSSIBLY TRADE THE UP SIDE--THE GLAMOUR, THE EXCITEMENT, THE PRESTIGE, THE *FUN*--

--FOR GRANGE MEETINGS AND QUILTING BEES?!

SAVE THE LIGHTS!

DO I REALLY LOVE PETER *THAT* MUCH...?

TIME WILL TELL.

AND AS SOME OF THAT TIME PASSES, BRINGING LATE AFTERNOON TO THE SYMKARIAN EMBASSY...

P-P-PERHAPS I'LL COME BACK > ULP < --

-- WH-WHEN YOU'RE NOT SO BUSY!

ODIE! JON! LOOK OUT FOR THE LASAGNA--!

YOU'RE DISRUPTING RECEPTION PROCEDURES, SPIDER-MAN. DON'T YOU USUALLY COME IN THROUGH WINDOWS?

"I DESTROYED GAMMA BASE!" SAYS C QUARTERMAIN

AUSTIN, ABEL AND CHAYKIN

McFARLANE IN HOSPITAL ARTIST IN STABLE COND- ION AFTER K BEAT IT.

YOU WERE DIRECT WITH YOUR AD, SILVER-- I THOUGHT I'D BE EQUALLY DIRECT WITH MY RESPONSE.

VERY WELL, THEN. COME ALONG TO MY OFFICE. WE'LL SIGN THE CONTRACTS THERE.

CONTRACTS? YOU MEAN I GET STOCK OPTIONS? PENSION PLAN? MAJOR MEDICAL?

YOU GET PAID.

OH.

HEY! WHAT'S THE *SANDMAN* DOING HERE?!

MR. BAKER IS TO PROVIDE THE *STRENGTH* FOR OUR MISSION, WHILE YOU PROVIDE THE *STEALTH*.

OUR TARGET IS A BAND OF *NEO-NAZIS* LED BY A MAN NAMED *FRANZ KRAUS*. I WANT YOU TO CASE THEIR HEADQUARTERS--

--THEN BRING BACK PARTICULARS SO THAT WE CAN FORM AN ATTACK PLAN.

AGREED?

STILL FEEL STRANGE WORKING *WITH* SANDMAN, AFTER ALL THE TIMES WE'VE FOUGHT *EACH OTHER*! BUT--

--HOW COULD ANYONE *NOT* WANT TO STOP A BUNCH OF MODERN-DAY GOOSE-STEPPERS?

SILVER, YOU'RE ON!

AND SO, AT THE WEST SIDE DOCKS AS EVENING FALLS..

THAT WAREHOUSE IS YOUR OBJECTIVE, SPIDER-MAN. I WANT YOU TO MAKE YOUR APPROACH FROM A HIGH ANGLE, AVOIDING ANY OBSERVERS FOR AS LONG AS YOU--

LADY, I'VE BEEN SNEAKING AROUND THIS CITY SINCE I WAS JUST A LARVA!

AFOOD

I *DON'T* NEED INSTRUCTIONS!

THWIP

HMM. HIDDEN GUNMEN ON THE ROOF. EITHER RESTRICTIONS ON JAPANESE IMPORTS ARE GETTING *REAL* STRICT--

--OR SILVER'S INTELLIGENCE REPORTS WERE RIGHT ON THE MONEY! GUESS I'D BETTER FIND A WAY--

"--INSIDE!"

CHINGK

WOW. SOME OPERATION. THAT MILITARY GEAR LOOKS STRAIGHT OUT OF *G. I. JOE!*

BUT WHAT PUZZLES ME ARE THOSE *CRATES*. MUST BE *HUNDREDS* OF THEM! MAYBE I SHOULD CHECK 'EM OUT, GET A LITTLE *CLOSER*--

KRRRRRRRRK

AW, NO.

DON'T TELL ME!

THIS *RAFTER* IS--

SNAP

-- ROTTEN?

HUH? THAT NOISE--!

THAT'LL TEACH ME TO IGNORE MY *SPIDER-SENSE!*

THUP

RATS, I BET! THIS MOLDY OL' DUMP IS FULL O' THINGS LIKE THAT!

RATS...

... ROACHES...

"...SPIDERS!"

THWIP

THWIP

SPIDER-MAN

CRATES ARE FILLED WITH PACKETS OF WHITE POWDER! I'M NO CHEMIST, BUT UNDER THE CIRCUMSTANCES I'D BET MY LAST WEB IT'S EITHER HEROIN OR COCAINE!

I'VE GOT TO LEARN MORE!

AND, WITH A NIMBLE HOP TO AN OVERHANGING OFFICE AREA--

--HE DOES!

THE KINGPIN'S REPRESENTATIVES ARE ON THEIR WAY? EXCELLENT! WITH THEIR PAYMENT, WE'LL SOON CONCLUDE THE BIGGEST DRUG DEAL IN HISTORY!

WHICH WILL IN TURN ENABLE US TO MAKE HISTORY!

FOR WITH THE IMMENSE PROFITS, WE CAN AT LAST BUY UP ENOUGH LAND IN CENTRAL AMERICA TO CREATE A NEW NAZI STATE--

--MUCH AS JEWS FORMED ISRAEL FORTY YEARS AGO!

THE CURRENT CLIMATE OF FEAR IN THE WORLD BODES SUCCESS, AND THE DIPLOMATIC LEGITIMACY OF HAVING OUR OWN COUNTRY WILL VIRTUALLY ASSURE IT!

THE PROTOTYPE MILITARY WEAPONS WE'VE STOLEN WILL PROVIDE SECURITY UNTIL WE CAN MANUFACTURE OUR OWN MUNITIONS.

AND THEN, "KAMERADEN," THE GLORY OF A FIFTH REICH--

--WILL BECOME REALITY!

LORD!

WAIT'LL I TELL SABLE!

SHE'LL FLIP OUT!

BUT, SPEAKING OF BEAUTIFUL WOMEN AND MENTAL ACROBATICS...

BLAST! I CAN'T *TAKE* IT ANYMORE!

THE TENSION! THE NOT *KNOWING*--! I WISH PETER WAS HOME, SO I COULD TALK THINGS OUT WITH HIM. BUT HE'S NOT--

--SO I'LL HAVE TO MAKE MY *OWN* DECISION, AND JUST HOPE IT'S THE RIGHT ONE. NO MATTER HOW UNPLEASANT IT MAY BE, I HAVE TO DO THIS.

AND THEN LEARN TO LIVE WITH THE *CONSEQUENCES!*

WAIT A MINUTE! AT LEAST CALL THE *POLICE!* THERE'S A BLOODY *ARMY* IN THERE! YOU CAN'T JUST--

YOU'VE EARNED YOUR FEE, SPIDER-MAN. YOUR FURTHER PARTICIPATION IS NOT REQUIRED.

I, ON THE OTHER HAND, AM GOING IN!

≥Whew!≤ TALK ABOUT YOUR HEADSTRONG WOMEN! AT LEAST *YOU'RE* NOT LOONY ENOUGH TO--

STOW IT, BUDDY! THE SANDMAN **WORKS** FOR **HIS** PAY! BESIDES--

-- I HAPPEN TO **FEEL** LIKE BOOTIN' SOME BUTT!

HE'S NUTS! THEY'RE **BOTH** NUTS! AND WHAT'S WORSE--

-- I GOTTA BE SOME BRAND OF PISTACHIO MYSELF!

I JUST **CAN'T** LET THEM GO IN THERE ALONE!

OKAY, NOW THAT WE'RE THE **THREE AMIGOS** AGAIN--

WHAT NEXT?

I SUGGEST A **DIVERSION.**

RIGHT. DIVERSION.

"I'M **GOOD** AT THAT!"

YEEP!

SKRASH

WE'LL SPLIT UP, SPIDER-MAN! YOU HELP SANDMAN WITH THE GUARDS! I'LL LOOK FOR KRAUS!

ORDERS. ALWAYS **ORDERS!**

A DOZEN GUARDS AN' THREE TANKS? GOOD!

I LIKE AN *EASY* FIGHT!

CHOOMP

AN' FOR A GUY WHO CAN TURN HIS WHOLE BODY TO *SAND*--

SPAK

SPAK

--THEN FLOW *UNDER* HIS ENEMY 'FORE TURNIN' HARD AS *ROCK*--

--THIS GIG'S GONNA BE A PIECE O' PASTRY!

SHEESH! INDIVIDUAL ROCKET PACKS?! WHERE'D KRAUS STEAL *THOSE* FROM?

SKYWALKER RANCH?

SHOULDN'T BE HARD TO AVOID THEIR CANNON BLASTS WITH MY AGILITY AND SPEED, THOUGH! JUST WISH IT WAS THAT EASY TO DODGE MY PROBLEMS WITH--

--MARY JANE?

CHISH

CHENK

CHASH

CHEP

CHOK

BLAST! THOUGHTS WANDERING! ALMOST GOT *SKRAGGED!*

GOTTA KEEP MY MIND ON--

--BUSINESS!

THWIP

SPLAK

CHAK

KASH

HURRY! FLAP YOUR ARMS! FLAP YOUR ARMS!

HUH?!?

TSK

WHUMP

SOME PEOPLE JUST WON'T LISTEN...!

UH-OH! SILVER'S GOING AGAINST KRAUS'S ELITE BODYGUARDS! I'D BETTER GET DOWN THERE, IN CASE SHE NEEDS--

"--HELP?

"SURE.

"THAT LADY NEEDS ABOUT AS MUCH ASSISTANCE--

WHHHISH

CHAK

"--AS SITTING BULL NEEDED AT LITTLE BIG HORN!"

I UNDERESTIMATED THE WOMAN! THOUGHT IT WAS SAFE TO POSTPONE HER *EXECUTION* UNTIL THE NEW REICH WAS FIRMLY ESTABLISHED!

A MISTAKE I'LL NOT MAKE A *SECOND* TIME!

THIS EMERGENCY *ESCAPE* PORT WILL BUY MY FREEDOM!

AND FROM HIDING, I'LL SEE THAT *SILVER SABLE* **PAYS** FOR WHAT SHE'S DONE TODA--

--URNK

GIVE ME AN EXCUSE.

TO HIS CREDIT, THE GENTLEMAN DECLINES...

AND SOME TIME LATER, AS NEW YORK'S **FINEST** CART AWAY NEW YORK'S **FOULEST**...

I TRUST OUR RESULTS WERE SATISFACTORY, MR. PRUETT?

SPLENDIDLY SO, SILVER. I HIRED YOU TO FIND FRANZ KRAUS, AND GOT A TRUCKLOAD OF MERCENARY **BIGOTS** THROWN IN AS A BONUS!

=AHEM= SPEAKING OF **BONUSES**...?

OF COURSE. YOUR **FEE**. I'LL HAVE UNCLE MORTY DRAW UP A CHECK RIGHT AWAY.

UH...THAT COULD BE A PROBLEM. MOST BANKS FROWN ON OPENING ACCOUNTS FOR GUYS IN *MASKS*--!

I SEE. VERY WELL, MY ACCOUNTING STAFF MAY DISAPPROVE, BUT... STOP BY MY OFFICE IN THE MORNING.

I'LL HAVE THE **CASH** THEN.

GREAT.

ER, WE ARE TALKING *AMERICAN* CURRENCY... AREN'T WE?

AND SHORTLY, AS DUSK FALLS OVER THE BEDFORD TOWERS...

IT'S TIME TO **SETTLE** THINGS WITH **MJ.** TOO MUCH WORRYING ALMOST GOT ME **KILLED!** SO I'VE DECIDED TO TELL HER--

--HUH? **SUITCASES?!** B-BUT, SHE COULDN'T BE **LEAVING** ME!

MARY JANE!

A-ARE YOU... GOING SOME-WHERE?

MM-HM. WITH **YOU.** I HAVE A FEW DAYS FREE, SO I THOUGHT WE COULD GO HOUSE-HUNTING.

IN KANSAS.

THAT MEANS A LOT, MJ. AND IT MAKES WHAT I HAVE TO SAY EVEN EASIER.

THE MOST IMPORTANT THING TO ME IS **YOU**--AND THE MOST IMPORTANT THING FOR **US** IS OUR MARRIAGE.

SO I'VE DECIDED TO GO BACK TO **SCHOOL**, TO GET AN ADVANCED DEGREE SO I CAN GET THE JOB I WANT **HERE**. SO WE WON'T HAVE TO--MARY JANE?

COME ON NOW, YOU DIDN'T FAINT.

I DIDN'T?

UH-UH.

THEN CAN WE PRETEND I DID?

THIS IS KIND OF FUN...!

WHILE ELSEWHERE IN MANHATTAN, AS A LONG BUSINESS DAYS GROWS LONGER STILL...

THAT CONFIRMED, SID?

YES, SIR. EACH OF THESE NEWS SHOTS WAS TAKEN BY THE SAME FREELANCE PHOTOGRAPHER.

HERO OR MENACE

WE GOT HIS ADDRESS?

HE RECENTLY MOVED, SIR, BUT WE MAY NOT REQUIRE DIRECT CONTACT.

GOOD. THEN LET'S MOVE ON THIS, BEFORE SOMEONE *ELSE* MAKES THE CONNECTION.

HE MAY NOT REALIZE IT NOW, BUT BY THE END OF THE WEEK--

--PETER PARKER WILL BELONG TO *US!*

NEXT: WILL L.A. MEAN D.O.A. FOR P.P.? FIND OUT IN...

"CALIFORNIA SCHEMIN'!"

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CHAPTER ONE: A WAREHOUSE ON THE HUDSON RIVER...

CAPITAL MATERIALS

DAILY BUGLE

Sunny And Mild Today
And Partly Sunny
Details On Page 75

Price: 30 cents

★★★★ DAILY BUGLE ★★★★

Thursday, May 26, 1988

DRUG WAR RAGES

By TOM DeFALCO, as told to DAVID MICHELINIE
Photos: MARK BAGLEY & MIKE ESPOSITO

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BOGOTA, Colombia- Early this morning, mysterious armored warriors stormed the drug fields outside Colombia's capital city. The self-proclaimed revolutionary avengers' action seen in other

United States, especially in such filthy Miami, Los

marine tank, filled wi exotic but deadly fish to spill over him. Officials are still trying to determine whether El Caiman died from drowning, heart failure or as a result of th voracious appetite his pet alligato Caiman's body w found half-eaten.

"He was a sa Because of him, villagers have f water, medical su and a school. A

WHEW! THINGS ARE GETTIN' HOT!

HEY, SHARP DEDUCTION! BEEN WATCHIN' "COLUMBO" RERUNS AGAIN?

DUMMY!

WHAT'D YOU EXPECT TO HAPPEN WHEN SUPPLIES WERE CUT OFF!

C'MON, DYLAN, CHILL OUT! WE WERE LUCKY--WE STOCKED UP BEFORE THE DROUGHT! AN' WITH A WAREHOUSE FULL O' PRIME MERCHANDISE--

--WHAT'VE WE GOT TO WORRY ABOUT?

YOU CAN'T IMAGINE HOW I WAS HOPING YOU'D ASK!

WHAT THE--?!

DAILY BUGLE

DRUG WAR RAGES

S-S-SPIDER-MAN!

WHAT'S HE DOIN' HERE?!

THAT'S A TRICK QUESTION, RIGHT?

THOK

CHUD

LIKE "WHO'S BURIED IN GRANT'S TOMB?"

UH-OH! SPIDER-SENSE!

WARNING OF DANGER--

--BEHIND ME!

QUITE THE CUT-UP, AREN'T YOU?

OW!

BUT I'M SORTA TIRED OF LAUGHING--

--SO WHY DON'T YOU TRY YOUR RAZOR-SHARP WIT ON THE *BRAIN TRUST* OVER THERE!

YA HEAR ABOUT 'IM, BUT YA NEVER EXPECT TO *SEE* 'IM!

SPIDER-MAN!

FOR REAL!

HE'S GOTTA BE HUMAN! NO MATTER *WHAT* PEOPLE SAY! JUST STAY CALM, DYLAN! P-PUT A BULLET IN 'IM! EVEN *HE* CAN'T STOP A--

---> HUH?!

THWIP

SWAMSH

CROOK, WALL; WALL, CROOK.

PLAY NICE!

NOT BAD FOR AN EVENING'S LABOR: SIX LOW-LIFES WHOOPED AND WEBBED--

-- AND MY HANDY *AUTOMATIC CAMERA* CAPTURED IT ALL FOR POSTERITY!

SMEK

THE DAILY BUGLE MAY NOT BE AS HOT FOR SPIDER-MAN PHOTOS AS THEY USED TO BE, BUT THEY'RE *DEFINITELY* INTERESTED IN THE DRUG WARS!

AND WITH SPIDEY THROWN IN, THAT'S AN ANGLE THEY'LL PAY *BIG* FOR!

THEN, MOMENTS LATER, OUTSIDE...

BLASTED BUDGET CUTS! IF THE CITY HAD MORE MONEY, I'D HAVE ME A *PARTNER!* WALKIN' THE NIGHT BEAT SOLO'S NO PICNIC! I MEAN, YOU NEVER KNOW *WHAT'S* GOING TO HAPPEN--

-- NEXT?

SORRY TO INTERRUPT YOUR EVENING CONSTITUTIONAL, OFFICER, BUT I THINK YOU'LL WANT TO CHECK THE WARE-HOUSE AT THE END OF PIER 7! YOU MIGHT BE IN FOR A SURPRISE!

AND MAYBE EVEN A *PROMOTION!*

OH, I'LL CHECK IT OUT!

AFTER I'VE CALLED FOR *BACK-UP!*

YES, SIR, I'LL JUST DROP MY FILM BY THE BUGLE-- LET *THEM* FOOT THE PROCESSING BILL FOR A CHANGE-- AND THEN IT'S HOME TO THE MOST BEAUTIFUL WIFE IN THE WORLD!

WITH VISIONS OF REDHEADS SWIMMING IN HIS MIND, SPIDER-MAN PAYS LITTLE HEED TO THE GLITTER AND GLITZ OF BROADWAY BECKONING BELOW.

BUT THERE ARE OTHERS WHO HAVE JOUR-NEYED TO MANHATTAN SPECIFICALLY TO BATHE IN THAT TINSELED AURA. AMONG THEM: ***MADELINE NAYLOR*** AND HER SON, ***ROBBIE BALDWIN...***

DREW
OYD
EBER'S
NTOM
PERA

WHAT'S WRONG, ROBBIE? YOU LOOK SO GLUM.

IT...IT'S NOTHIN', MOM.

THEN, CHEER UP! WE'RE HERE TO SEE A PLAY, TO ENJOY OURSELVES! AND HOW ARE WE GOING TO DO *THAT* IF YOU--

LOOK OUT--!

REALLY, SON, YOU ACT LIKE JUST *TOUCHING* THAT MAN WOULD GIVE YOU THE PLAGUE! WHAT *IS* THE MATTER?

BUT A SECOND DIFFIDENT "IT'S NOTHIN', MOM" IS THE ONLY REPLY MADDIE NAYLOR RECEIVES.

WHILE AT THAT MOMENT, AT THE WAREHOUSE ON PIER 7.

CREEEEEAK

EASY WITH THE "HEAT," BOYS. LOOKS LIKE THE INFORMATION I BOUGHT WASN'T COMPLETE.

THE DRUGS ARE HERE, ALL RIGHT, BUT THE **RESISTANCE** WE WERE TOLD TO EXPECT SEEMS TO BE **TIED UP** AT THE MOMENT! TOUGH FOR THEM.

'CAUSE NO ONE EVER ACCUSED **SPLITFACE FLANAGAN** OF LOOKIN' A **GIFT HORSE** IN THE MOUTH!

HEH, HEH...

THE NIGHT GROWS OLD; THE MOON MOVES WEST. AND ON THE UPPER WEST SIDE, SPIDER-MAN RETURNS TO HIS LIFE AS--

-- PETER PARKER.

I'M BACK, **MARY JANE.**

WE GOT ANY **ROCKY ROAD** LEFT IN THE FREEZER?

PETER! I WAS SO WORRIED ABOUT YOU! WHERE HAVE YOU **BEEN?**

HUH?

WHOA! I KNOW YOU GET TENSE WHEN I'M OFF WEB-SWINGING, MJ, BUT EVERYTHING'S OKAY! I JUST HAD A LITTLE RUN-IN WITH SOME **POWDER-PUSHERS**, THAT'S ALL.

THEN YOU *WERE* INVOLVED WITH THOSE DRUG DEALERS AT THAT WAREHOUSE?

WELL, YEAH, BUT-- HEY! HOW DID *YOU* KNOW ABOUT THE *WARE-HOUSE?*

I THINK YOU'D BETTER LISTEN TO THIS, PETER.

--JUST RECEIVED FURTHER INFORMATION ON THE *PIER 7 SLAUGHTER!*

WHA--?!

AS REPORTED EARLIER--

-- SIX MEMBERS OF AN ALLEGED DRUG RING WERE FOUND **DEAD** WHEN POLICE ARRIVED FOLLOWING A TIP.

WE'VE SINCE LEARNED THAT THE ***TIPSTER*** WAS THE LAST ONE TO SEE THOSE VICTIMS ALIVE, AND THAT HE'S BEEN NAMED ***PRIME SUSPECT*** IN THE MURDERS. AS A RESULT, A CITY-WIDE MANHUNT HAS BEEN LAUNCHED TO FIND--

OH, NO. NOT AGAIN...

--SPIDER-MAN!

CHAPTER 2: MORNING; A PARALEGAL CLINIC IN "HELL'S KITCHEN," NEW YORK CITY...

HOTLINE

DRUG HOTLINE AND FREE ADVICE CLINIC

HOTL

Sunny and mild today and partly Sunny tomorrow.

DAILY BUGLE

Friday, May 27, 1988

SPIDER-MAN SLA

By CHARLIE SNO

NEW YORK, NY- Dylan Thomas, alleged head of a major local drug ring, was severly beaten and killed along with five other reported members of the gang last night. According to crawling, masked vigilante known as Spider-Man practically confessed the entire crime to him. "I was walking the nightbeat solo when I cornered the web-slinger," Scarfe said. "He got so nervous when he saw me that he bragged about everything. He said, 'Hey, copper, check out what I did at the warehouse off Pier 7. You'll be in for a surprise.' I think he was trying to frame me. But I was smart--I called for a back-up. Not that I was chicken, or anything."

Ironically, Jameson, commented, "I knew it all the time."

Professional loudmouth Greg Wright had plenty to say about it, but no one is willing to listen.

I CAN'T BELIEVE IT!

THAT'S SO SAD. MR. MURDOCK IS A GREAT GUY, BUT...

YEAH, I KNOW. RUNNIN' HIS HANDS OVER THAT NEWSPAPER LIKE HE COULD READ IT-- EVEN THOUGH HE'S BLIND!

PABLO'D BE SURPRISED TO KNOW I CAN READ THIS PAPER--WITH MY FINGERS! JUST AS MY ENHANCED SENSES CAN HEAR HIS WHISPER ACROSS A NOISY ROOM!

AND IT LOOKS LIKE I'M GOING TO NEED MY ABILITIES! SPIDER-MAN ISN'T A COLD-BLOODED KILLER! AND I'VE GOT TO FIND OUT WHAT REALLY HAPPENED!

AS MATT MURDOCK...

...OR AS DAREDEVIL!

BUT THE MAN WITHOUT FEAR ISN'T THE ONLY ONE INTERESTED IN GETTING TO THE BOTTOM OF THINGS. FOR AT THAT VERY MOMENT--

DAILY BUGLE

--AT THE DESK OF CRIME REPORTER, BEN URICH...

SORRY, PETER. EVERYTHING WE KNOW WAS IN THAT ARTICLE.

THE POLICE ARE CONVINCED THAT SPIDER-MAN IS GUILTY-- HE EVEN *BRAGGED* ABOUT IT TO ONE OF THEIR FOOT PATROLMEN!

AS FOR THE PUBLIC, THEY'RE DIVIDED. THEY SAY THAT *SOMETHING* HAS TO BE DONE ABOUT THESE DRUG WARS, BUT THEY'RE NOT SURE THAT *VIGILANTISM* IS THE BEST--

PARKER, MY BOY! JUST THE LAD I WANTED TO SEE!

UH-OH. WHEN OUR ESTEEMED PUBLISHER, *J. JONAH JAMESON*, IS THAT HAPPY-- WATCH OUT!

IN ALL MY YEARS AT THE *BUGLE* I'VE TRIED TO PROVE WHAT A *MENACE* SPIDER-MAN IS! NOW--

--YOU'VE DONE IT *FOR* ME!

I...HAVE?!

SURE! THOSE PHOTOS YOU DROPPED OFF LAST NIGHT WERE BEAUTIFUL! THE MORNING EDITION SOLD OUT!

YOU'VE EARNED A *BONUS*, SON!

OH, SPARE ME...!

HERE! MY PRIVATE BRAND! FLOWN IN SPECIAL FROM PITTSBURGH!

HAND-ROLLED BY SOME OF THE FINEST EX-STEELWORKERS IN THE COUNTRY!

KIH

THERE, THERE, M'BOY, DON'T THANK ME!

DON'T WORRY!

KIH-KIH

PETER FUMES, BUT HOLDS HIS TONGUE.

--THE KINGPIN OF CRIME! AND WHEN HE SPEAKS--

NEXT SLIDE!

--WISE MEN LISTEN!

AS LIEUTENANTS IN MY ORGANIZATION, YOU ALREADY KNOW OF THE MYSTERIOUS WARRIORS--

--WHOSE ACTIONS IN DESTROYING DRUG SUPPLIES IN SOUTH AMERICA* HAVE LED TO CONFLICTS BETWEEN DISTRIBUTORS HERE.

WHILE ACROSS TOWN, ANOTHER MAN PUTS HIS ANGER INTO WORDS BOTH SOFT AND DEADLY. FOR THAT MAN IS--

*SEE PUNISHER ANNUAL #1. --J.S.

EVEN MORE PUZZLING IS *THIS* ARMORED INDIVIDUAL, RECENTLY OBSERVED AND PHOTOGRAPHED BY ONE OF MY STREET OPERATIVES. HIS APPEARANCE AND MODUS OPERANDI ARE SIMILAR TO THOSE SOUTH AMERICAN DESTROYERS.

SO *MUCH* SO THAT I BELIEVE THEY MAY BE *RELATED* IN SOME WAY.

AND THAT IS WHAT I AIM TO *FIND OUT!* FOR I WILL ALLOW *NO ONE* TO DISRUPT TRADE, NOT IN *MY* CITY! DO I MAKE MYSELF CLEAR, GENTLEMEN?

NO ONE.

CHAPTER 3: NIGHT RETURNS TO MANHATTAN, AS A DETERMINED WEB-SLINGER RETURNS TO THE WAREHOUSE ON PIER 7...

DLY BUGLE

POLICE MOUNT SPIDER-HUNT!

30¢

NEW YORK, NY.-- Police have been conducting a full-scale manhunt for the renegade "super-being" known as Spider-Man. Spider-Man is being connection with the murder of

Investigators have combed the warehouse on Pier 7 for any clues as to his whereabouts

PROBABLY WASTING MY TIME!

POLICE HAVE BEEN OVER THINGS WITH A FINE-TOOTH *HOOVER* BY NOW! BUT THERE'S ALWAYS THE CHANCE THEY MISSED-- WAIT!

I'M NOT *ALONE*...!

HELLO, SPIDER-MAN. I'VE BEEN EXPECTING YOU.

AFTER ALL, DON'T THEY SAY THAT A MAN ALWAYS RETURNS--

--TO THE SCENE OF HIS *CRIME?*

I DO *NOT* NEED THIS!

C'MON, HORN-HEAD, DO WE *HAVE* TO FIGHT? I MEAN--

--CAN'T YOU JUST *BELIEVE* ME WHEN I SAY I DIDN'T DO IT?

I CAN HEAR HIS HEARTBEAT-- FAST, BUT STEADY. HE'S TENSE, A LITTLE NERVOUS... BUT HE'S NOT *LYING.*

I BELIEVE YOU.

YOU... YOU *DO?!*

THAT'S GREAT! BUT, UH, WHAT NOW?

MURDERS HAVE BEEN COMMITTED. AND I ASSUME YOU'RE HERE FOR THE SAME REASON I AM--TO FIND THE ONES *RESPONSIBLE.*

SO I SUGGEST WE DO JUST THAT.

TOGETHER!

MEANWHILE, ON THE GREAT WHITE WAY...

YOU'RE NOT COMING BACKSTAGE TO THE CAST PARTY, ROBBIE?

I'M REALLY KIND OF TIRED, MOM.

LES MISER

THEN MAYBE--

MADDY! HOW DID YOU LIKE IT?

YOU WERE WONDERFUL, CAROL!

NOT AS GOOD AS YOU WERE IN "MIRACLE WORKER!" YOU GUYS READY TO PARTY?

I'M AFRAID OUR WEEKEND IN MANHATTAN HAS BEEN A STRAIN ON ROBBIE. HE'S A BIT TIRED.

AWW, REALLY?

SORRY. I-I THINK I'D BETTER JUST GO BACK TO THE HOTEL.

WELL, IF YOU'RE SURE...?

I'LL BE FINE, MOM.

WISH I COULD GO-- BUT I NEED TO BE ALONE.

I'VE GOT SOME SERIOUS THINKING TO DO!

WHILE AT THE DAILY BUGLE, A CERTAIN SELF-SATISFIED PUBLISHER DOES HIS THINKING--

DAILY BUGLE

--OUT LOUD!

"POLICE MOUNT SPIDER-HUNT!" HA! I'VE FINALLY GOT THAT WALL-CRAWLER RIGHT WHERE I WANT HIM!

OH? YOU WANT HIM GLORIFIED?

EH?

MS. CUSHING! AND WHAT PRIES YOU FROM YOUR EDITORIAL DESK THIS EVENING?

THE RESULTS OF OUR DAILY OPINION POLL-- WHICH SHOW THAT THE PUBLIC SUPPORTS SPIDER-MAN!

THEY'RE TIRED OF CRIME, AND ARE GLAD *SOMEONE'S* DOING SOMETHING ABOUT IT! THEY'RE MAKING HIM INTO A NEW *BERNHARD GOETZ!*

WHAT?!

SPIDER-MAN A HERO?! W-WE CAN'T HAVE THAT!

PUT EVERY AVAILABLE REPORTER ON THIS STORY! FULL TIME! NO MATTER WHAT IT TAKES--

-- WE'VE GOT TO PROVE SPIDER-MAN *INNOCENT!*

I LOVE THIS JOB...!

WHILE ELSEWHERE, ROBBIE BALDWIN'S FEET WANDER DOWN STREETS HIS MIND WOULD NEVER CHOOSE, WERE IT NOT FOCUSED TOTALLY INWARD...

WISH I COULD TELL MOM. I MEAN, EVERYTHING'S SO DIFFERENT SINCE THE *ACCIDENT.* THESE DAYS, JUST TAKING A SIMPLE WALK CAN BE--

"--DANGEROUS!"

ANYONE LOOKIN'?

ALL CLEAR!

THEN LET'S--

--DO IT!

HUH--?

INTO THE ALLEY! TAKE HIS WALLET! IF HE GRIPES--

-- *BREAK* SOMETHIN'!

EAT

≒ HNG?! ≒

OH, NO! THE IMPACT! I-IT'S RELEASING THE POWER!

TRANSFORMING ME INTO--

--SPEEDBALL!

WHAT THE--?!

HOLY--!

I DON'T KNOW HOW TO CONTROL THE SPEEDBALL EFFECT!

I KEEP BOUNCING AT RANDOM UNTIL I CAN ANCHOR MYSELF!

GOT TO TRY TO ANGLE MY BODY! KEEP RICOCHETING! AND JUST HOPE I EVENTUALLY HIT THE RIGHT--

--TARGETS!

)OONF(

)WHUFF(

)YOLF(

GEE, THAT *WORKED!* WELL, SORT OF! BUT NOW I'M BOUNCING BETWEEN THE ALLEY WALLS! MOVING *UPWARD!*

GOT TO REACH OUT! GRAB *HOLD* OF SOME-THING!

WHEW! NABBED SOME BRICKWORK! MY MOMENTUM IS DROPPING! AT LEAST *THAT'S--*

"--OVER!"

WHOA! WH-WHAT KIND OF STUNT WAS *THAT?!*

I DUNNO, GEORGIE!

BUT IT LOOKS LIKE THE LITTLE FREAK HAS--

--*FRIENDS!*

WHO ARE YOU? WH-WHAT DO YOU *WANT?*

YOU DO NOT REQUIRE THAT KNOWLEDGE, SLIME! ALL THAT YOU AND THOSE OF YOUR UNCLEAN ILK *DO* REQUIRE IS--

-- PURIFICATION!

:HYYAAAGH!:

:UNGH:

OMIGOSH! TH-THOSE METAL GUYS JUST FLEW DOWN FROM THE *SKY*!

A-AND NOW THEY'RE SHOOTING THE MUGGERS! KNOCKING THEM OUT! M-MAYBE EVEN--

--KILLING THEM!

WHAT DO I DO? I-I *WANT* TO RUN AWAY! BUT WHAT IF THOSE "SPACEMEN" OR WHATEVER PLAN ON HURTING *MORE* PEOPLE?

I'VE GOT TO FIND OUT! AND SINCE THE POLICE PROBABLY WOULDN'T BELIEVE A HIGH SCHOOL KID'S *TALL TALE*--

--I'LL HAVE TO GET *PROOF*! AND THAT MEANS THAT WHEREVER THOSE MONSTERS GO--

--*SPEEDBALL'S* GONNA FOLLOW!

CHAPTER 4: A COMMUNITY WATERING HOLE ON THE LOWER EAST SIDE...

DAILY BUGLE EXTRA

Saturday, May 29, 1988

FAIR HIGH 82 LOW 68 READ THE ADS TODAY

SPIDER-MAN CONTINUES RAMPAGE!

NEW YORK, NY-- The masked mystery person known as Spider-Man declared a one-man w[ar] on crime. He ha[s] concentrated most of [his] efforts in lower east [side] the local

wide manhunt is being conducted by the police for his arrest.

Witnesses have claimed that Spider-Man has enlisted the aid of another ma[n]

press conference, said [v]igilantism will not be to[le]rated in this city."

police precincts throughout the city. One woman called in to report a "bouncing man" who attacked five members of a street gang like he was a "giant pinball." The gang

BAR JOSIE'S GRILL

WE ASK FOR *INFORMATION*--

--AND WE GET A TAG-TEAM *TITLE BOUT* INSTEAD!

YEESH!

I KNOW, SPIDER-MAN!

BUT SOMETIMES YOU HAVE TO PLAY BY THE *OTHER GUY'S* RULES! FOR INSTANCE--

KLASH

--TAG!

WHILE NORTHWARD, AT THE KINGPIN'S HEADQUARTERS...

YOU HAVE NEWS, *ARRANGER?*

YES, SIR. SPIDER-MAN AND DAREDEVIL HAVE JOINED FORCES, AND ARE ATTEMPTING TO FIND ANSWERS ABOUT THE DRUG MURDERS ON--

INTERESTING, BUT NOT *VITAL*. PUT IT ON PAPER AND I'LL READ IT LATER. RIGHT NOW--

-- I HAVE *BIGGER* FISH TO FRY!

NO PROGRESS, MR. FISK.

HASN'T SAID A WORD SINCE OUR SEARCH TEAM CAPTURED HIM IN AN ALLEY SKRAGGING SOME PUNKS. MAYBE, IF THEY HADN'T LET HIS *PARTNER* GET AWAY...

NO MATTER. *HIS* COOPERATION SHOULD BE SUFFICIENT.

FASCINATING. I HAVEN'T SEEN TECHNOLOGY THIS SOPHISTICATED SINCE I READ THAT CONFIDENTIAL REPORT ON *IRON MAN.*

WHY DON'T YOU TELL ME WHERE YOU *GOT* IT, YOUNG MAN?

WHY DON'T YOU... S-SUCK A PEACH... FAT BOY...!

MY, MY. STUBBORN *AND* RUDE.

IT APPEARS YOUR EDUCATION IS IN DIRE NEED OF *AUGMENTATION.*

HUH?!

SHALL WE BEGIN WITH ANATOMY? *BONES,* IN PARTICULAR? MOST PEOPLE THINK BONES ARE STRONG, STURDY.

BUT THEY'RE WRONG.

RIBS, FOR EXAMPLE. WHEN THE CORRECT PRESSURE IS APPLIED, THEY CAN ACTUALLY PROVE TO BE QUITE--

--DELICATE!

=HYYUNG=

GYYAAAP

WHEN YOU REVIVE, MY FRIEND, WE WILL BEGIN YOUR SECOND LESSON. AND FOR *GRADUATION*--

--YOU WILL TELL ME *EVERYTHING* I WANT TO KNOW!

BUT AT THAT MOMENT, IN A LOFT ON 22ND STREET...

PURIFIER TEAM-- REPORT!

"OPERATION BIG SLEEP" IS SET, MASTER! AT PRECISELY MIDNIGHT, OUR OPERATIVES IN THE EMPIRE STATE BUILDING WILL TRANSMIT A SIGNAL TO RENDER EVERYONE IN THE CITY UNCONSCIOUS!

THE STERILIZATION PROCESS CAN THEN PROCEED. BY MORNING, ALL SUBJECTS WITH UNACCEPTABLE DNA PATTERNS WILL BE ERADICATED!

EXCELLENT. THEN THE NEXT STEP IN DETERMINING HUMANKIND'S GENETIC DESTINY IS ASSURED!

"ERADICATED?"

AS IN "KILLED"?!

THIS IS CRAZY! L-LIKE SOME KINDA CHEAP MOVIE!

BUT IT'S REAL!

I'VE GOT TO--

--OH, NO! THE SPEEDBALL EFFECT!

I-IT'S GOING--

--AWAY!

WITHOUT POWERS, I'M JUST A KID! I CAN'T STOP THOSE MANIACS!

AND THAT CLINCHES IT! I'VE GOT TO CALL THE--

PHONE

--POLICE? I-I'D LIKE TO REPORT A, UM, POSSIBLE MURDER! YEAH! THAT'S IT!

POSSIBLE MURDER, SIR?

RIGHT! I-IT HASN'T HAPPENED YET, BUT IT WILL! Y'SEE, THERE ARE THESE FLYING GUYS WHO SHOOT RAY-BEAMS, AND--

SIR, CALLING 911 FOR A PRANK IS AGAINST THE LAW!

PRANK?! B-BUT I'M TELLIN' THE TRUTH! THESE GUYS CAME DOWN FROM THE SKY, AND-- HELLO?

KLIK

BLAST! I DIDN'T THINK THEY'D BELIEVE ME!

I DON'T HAVE ANY CHOICE NOW! I'M SCARED, BUT I'VE GOT TO DO SOMETHING--

--MYSELF!

5 10 25

FELIX 319 30715

PRAY TO GOD -READ BIBLE

WHILE NORTHWARD...

"ELIMINATORS"... "PURIFIERS"... "GATHERERS"... ALL UNDER THE COMMAND OF A BEING CALLED THE HIGH EVOLUTIONARY?

HOW INTRIGUING.

222

ARRANGER. I HAVE SOME INFORMATION TO BE PASSED TO SPIDER-MAN AND DAREDEVIL. THE METHOD MUST BE SUBTLE; THE DATA DELIVERED QUICKLY.

YOU'LL ARRANGE IT?

NATURALLY.

GOOD. AND WHILE YOU'RE AT IT--

-- PLEASE HAVE SOMEONE BRING ME A *CLEAN TOWEL.*

OF COURSE, MR. FISK.

THERE'S A CERTAIN COMFORT, IT'S SAID, TO BE TAKEN BY BEING IN ONE'S OWN ELEMENT; BY COMMUNING WITH LIKE SPIRITS.

TONY' JOE'S

Earl's

700

Earl's BAR & GRILL

WHICH IS WHY **EARL'S BAR**, IN THE BOWERY, IS SO POPULAR. LOWLIFES AND CRIMINALS CAN GATHER THERE TO RELAX, KNOWING THAT THEY WON'T BE HARASSED.

HI, GUYS! WHAT'S THE BUZZ ON THAT *BLOODBATH* AT PIER SEVEN?

MOST NIGHTS...

HUH. LOOKS LIKE THEY DIDN'T *UNDERSTAND* ME.

MAYBE YOU SHOULD'VE STUCK TO *MONO-SYLLABLES!*

ARRGGH!

ON SECOND THOUGHT, PERHAPS *GRUNTS* AND *SNORTS* WOULD BE MORE APPROPRIATE!

NO KIDDIN'!

SPLAT U.

WILL THESE GUYS EVER LEARN THAT TALK IS CHEAP?

CHASH

EVEN CHEAPER THAN EARL'S *FURNITURE*?

I DUNNO, DD! YOU'D THINK THEIR *DENTAL REPAIR BILLS* WOULD BE A CLUE!

CHOK

WUNCH

WAIT! N-NO MORE HITTIN'! I'LL TELL YOU WHAT YOU WANT TO KNOW!

COOPERATION?

OOOH, PINCH ME!

ALL RIGHT-- *TALK!*

TH-THE GUYS YOU'RE LOOKIN' FOR, THE ONES BEHIND THE DRUG KILLINGS? TH-THEY'RE A NEW GANG! REAL *MEAN* SUCKERS!

THEY GOT A FANCY HIDE-OUT, GUARDED LIKE IT WAS FORT KNOX! I-IT'S RIGHT AT THE TOP OF--

CHAPTER 5: "--THE EMPIRE STATE BUILDING!"

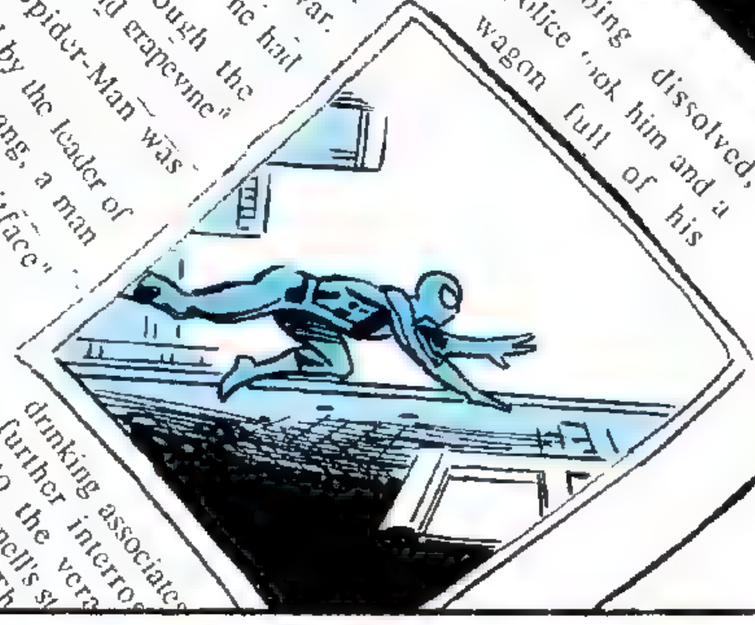
DAILY B

NEW EVIDENC SPIDER-SLA

NEW YORK, NY-- An anonymous phone call providing a "tip" to police officials has led them to reasses their suspicions about Spider-Man's involvement in the murder of Dylan Thomas and his fellow accomplices who where allegedly members of a syndicated drug ring.

The phone tip led police to Earl's Bar and Grill, in Manhattan's lower east side, where they discovered the most recent carnage dealt by Spider-Man and his crimefighting partner, Daredevil. Earl's is known among underworld figures, and reputed to be a well established and drinking establishment among Spider-Man and Daredevil, continuing their crusade, sought evidence which would lead to Spider-Man's innocence. Once there, they met and opposed heavy resistance from the bar's regular customers.

Not wishing to share the same fate as his friends, Marty O'Donnell was webbed to the top of the bar at Earl's with a note saying, "Compliments of your friendly neighborhood Spider-Man, and his not-so-friendly sidekick, Daredevil." Once the O'Donnell broke down and told the costumed vigilantes about a new gang that had entered the current drug war. O'Donnell said he had learned through the "underworld grapevine" that Spider-Man was framed by the leader of this new gang, a man known as "Spitface" Flanagan.



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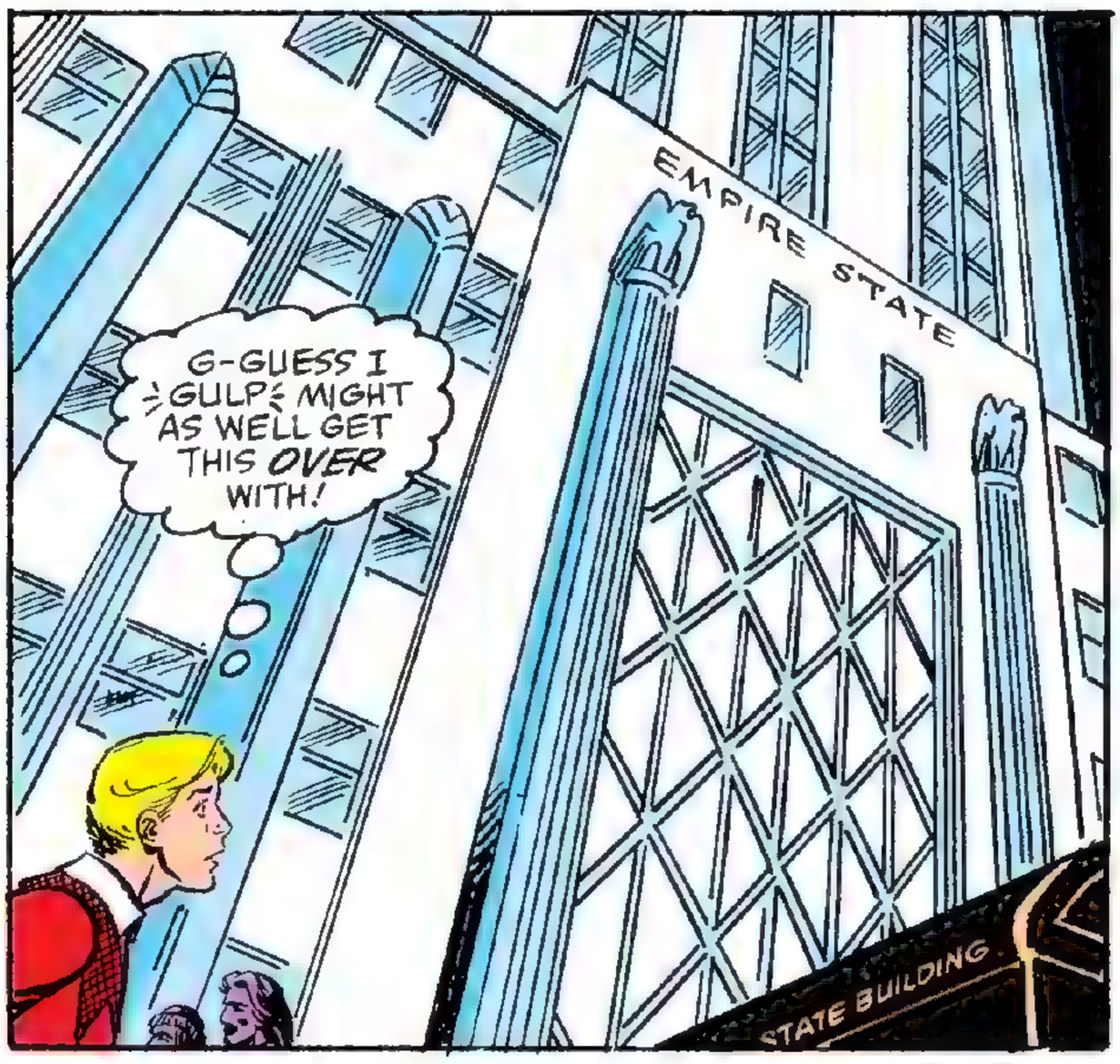


CAUTIOUSLY, PURPOSEFULLY, ROBBIE BALDWIN EASES PAST A SNOOZING SECURITY GUARD, MAKING HIS WAY TO AN EMPTY FREIGHT ELEVATOR.

WHILE HIGH ABOVE, SOLEMN **PURIFIERS** PREPARE FOR THEIR ULTIMATE TASK, AS THEY WATCH FINAL SECONDS TICK OFF.

HOWEVER, A CERTAIN PAIR OF COSTUMED HEROES IS **ALREADY** TICKED-OFF!

CHA-KAREESH

THEY MUSTN'T INTERFERE!

STOP THEM!

LOOK OUT!

I'M **LOOKING**, BUT I DON'T LIKE WHAT I'M **SEEING**! I THOUGHT THESE GUYS WERE SUPPOSED TO BE COMMON HOODS?!

NOTHING COMMON *ABOUT* THEM! OUR INFORMANT WASN'T LYING, BUT SOMEONE MUST HAVE LIED TO *HIM!*

WE'VE BEEN SET UP!

AND I'LL BE VERY SURPRISED IF THAT "*SOMEONE*" ISN'T BIG, UGLY, AND *POWERFUL!*

MAYBE SO, BUT THESE GUYS ARE OBVIOUSLY PULLING SOMETHING *NASTY!* THIS MACHINERY IS AS SOPHISTICATED AS ANYTHING I'VE *SEEN!*

AND JUDGING FROM THAT CLOCK, WE'VE GOT ONLY A COUPLE OF MINUTES TO KEEP THEM FROM *USING* IT!

THEN MAYBE THE FASTEST WAY TO *STOP* IT--

HUH--?

--IS SIMPLY TO *BREAK* IT!

KWUMPSH

WHILE ON A DESERTED 86TH FLOOR OBSERVATION PLATFORM...

THIS WAS AS FAR AS THE ELEVATOR WOULD TAKE ME! BUT SO FAR, I HAVEN'T SEEN ANY-THING OUT OF THE--

--WAIT!

THOSE "SPACEMEN" SAID SOMETHING ABOUT *TRANSMITTING* THEIR SLEEP-RAY!

AND I'VE NEVER SEEN *THAT* ANTENNA IN PICTURES OF THE EMPIRE STATE BUILDING!

GUESS IT *COULD* BE LEGITIMATE, BUT I CAN'T TAKE THAT *CHANCE!* GOT TO IMPACT MY BODY WITH THE HARD WALKWAY! TURN MYSELF INTO--

--SPEEDBALL!

YEAH!

NO!

WHY DIDN'T THESE POWERS COME WITH *INSTRUCTIONS?*

MISSED, DARN IT!

NO GOOD! THEY MUST'VE BUILT BACK-UP SYSTEMS INTO THE *BACK-UP SYSTEMS!*

NO MATTER WHAT DAMAGE WE DO, THE MACHINERY JUST KEEPS WORKING!

WE'RE NOT GONNA MAKE IT!

ALMOST MADE IT! JUST MISSED BY A *LITTLE* THAT TIME! MAYBE IF I TWIST AROUND, HIT *LOWER* ON MY BACK TO CHANGE MY BOUNCE ANGLE --!

OOF! THERE'S GOTTA BE AN EASIER WA--

--EEYAAAAAAY! I *DID* IT!

KRAK

HA HAAAAAA! I SAVED NEW YORK!

I'M A HERO! I'M--

--GONNA--

--DIIIEEEEEE!

I-I WAS SO HAPPY, I DIDN'T NOTICE MY LAST BOUNCE THREW ME TOO FAR AWAY! I-I MISSED THE *OBSERVATION PLATFORM!*

AND SPEEDBALL POWERS OR NOT, *NOBODY* CAN SURVIVE FALLING FROM THE *EMPIRE STATE BUILDING!*

WHEN I HIT, I'M NOT GONNA BOUNCE! I-I'M GONNA :gulp:--

--SPLAT!

?!?

THWIP

EEEEEEEYIKE!

WH-WH-WHAT THE--

--SPIDER-MAN? A-AND *DAREDEVIL*?!

THAT'S US, ALL RIGHT. THE QUESTION IS: WHO ARE *YOU*?

UH, W-WOULD YOU BELIEVE HEH--

--ONE OF THE *GOOD GUYS*?

AMBIGUOUS EXPLANATIONS FOLLOW.

WHILE ELSEWHERE...

DAREDEVIL AND SPIDER-MAN WILL BE UPSET WHEN THEY REALIZE THEY WERE LIED TO-- AND IT SHOULDN'T TAKE THEM LONG TO DETERMINE THAT *YOU* WERE BEHIND THAT MISINFORMATION.

I ASSUMED AS MUCH, STILL, THERE ARE WAYS TO *ASSUAGE* ANGER.

I HAVE A LITTLE SOMETHING I'D LIKE YOU TO *ARRANGE...!*

AND SHORTLY, AT SPLIT-FACE FLANAGAN'S HIDE-OUT.

OR RATHER --

-- WHAT'S LEFT OF IT!

BLOOP

HEY! H-HOW'D YOU GET PAST MY GUARDS--?

THAT IS NOT IMPORTANT, MR. FLANAGAN. I'VE BROUGHT YOU SOMETHING FROM MY EMPLOYER, THE KINGPIN.

A CHOICE.

A... A CHOICE?

INDEED. YOU MAY EITHER GO TO THE NEAREST PRECINCT HOUSE-- NOW-- AND CONFESS TO A HEINOUS MURDER; OR, YOU MAY REMAIN HERE--

-- AND BECOME THE VICTIM OF ONE!

CHAPTER 6:
SOME CHOICE...!

DAILY BUGLE EXTRA

SPIDER-MAN INNOCENT! FLANAGAN BLABS!!

Photo by PETER PARKER

Sargeant Tork at the 37th Precinct. Once there, he confessed the brutal slayings Thomas and his men.

"Spider-Man had just left the scene of the crime when Flanagan and his boys arrived," Tork said. "Spider-Man captured the Thomas gang during a drug deal and bound them to a desk so they wouldn't escape while he looked for a law officer to arrest them. He had no idea that

BLAST!

FREDDIE DONUT 555-4942

DUNCAN DOUGHKNUTS 555-7077

WHAT'S THE MATTER, JONAH-- TYPE-SETTERS MISSPELL YOUR *NAME* AGAIN?

STAIRWAY

PARKER, YOU'VE GOT THE SENSITIVITY OF A *CINDER-BLOCK!*

DAILY BUGLE EXTRA SPIDER MAN INNOCENT!! FLANAGAN BLABS!!

MAN WALKS ON MOON!!

THAT WILY WALL-CRAWLER GOT OFF EASY *AGAIN!* BUT SOME DAY...!

FEH!

DON'T KNOW WHY JONAH'S UPSET. PERSONALLY, I THOUGHT THINGS WORKED OUT *FANTASTI--*

-- WHOOP!

WATCH OUT!

PARDON US, YOUNG MAN. MY SON IS JUST EXCITED ABOUT MEETING THE BUGLE'S THEATER CRITIC.

COME ALONG, ROBBIE. MR. COOPER IS WAITING.

NERVOUS KID. ACTS LIKE JUST BUMPING INTO SOMETHING--

-- COULD SEND HIM BOUNCING OFF THE WALLS!

BUT WHILE NERVES BLAZE HOTLY IN SOME, THEY SMOLDER SUBTLY IN OTHERS, AS WITNESS...

THINGS ARE RETURNING TO NORMAL. WE CAN CONCENTRATE MORE FULLY ON THE DRUG SHORTAGE NOW THAT--

IT DOESN'T MATTER.

SIR?

CAN'T YOU FEEL IT? SOMETHING BIG IS HAPPENING.

THE CITY... THE COUNTRY... ALL OVER. THINGS ARE CHANGING. PERHAPS IRREVERSIBLY. FOR THE FIRST TIME IN MY LIFE, MY FRIEND...

...I'M BEGINNING TO WORRY.

AND FOR GOOD REASON! THE EVOLUTIONARY WAR CONTINUES IN FANTASTIC FOUR ANNUAL #21! ON SALE SOON!

HERE'S *J. JONAH JAMESON*, PUBLISHER OF THE DAILY BUGLE, WITH A FEW WORDS ABOUT THE NATIONALLY SYNDICATED *SPIDER-MAN* COMIC STRIP...

YOU COULDN'T *PAY* ME TO RUN THAT THIRD-RATE, CRUMMY COMIC STRIP!

ART BY *LARRY LIEBER* AND *FRANK GIACOIA*

FORTUNATELY OVER *500* NEWSPAPERS ACROSS THIS GREAT LAND OF OURS *DO* CARRY THE AMAZING SPIDER-MAN COMIC STRIP BY *STAN (THE MAN) LEE*, *LARRY* (MON.-SAT.) *LIEBER*, AND *FLORO* (SUNDAYS) *DERY!* IS YOUR LOCAL PAPER ONE? IF NOT, WRITE TO THE COMICS EDITOR OF YOUR PAPER AND *DEMAND* THAT THEY CARRY THE STRIP! FIGHT FOR YOUR RIGHT TO SPIDEY!

Stan Lee PRESENTS: SPEEDBALL!™ CREATED BY TOM DEFALCO AND STEVE DITKO

HE WHO LAUGHS...

IN A SMALL OFF-BROADWAY THEATRE IN LOWER MANHATTAN...

AT LAST I'M IN THE SPOTLIGHT, MADDY-- CENTER STAGE IN MY OWN SHOWCASE... A REVENGE PLAY!

NO, I HAVEN'T FORGOTTEN YOU, MADDY... YOU BACK-STABBER! YOU DESTROYED MY CAREER, TO FURTHER YOUR OWN... IT'S ONLY FAIR THAT I SAVE A MAJOR ROLE FOR YOU!

BUGLE VISIT

MADELINE NAYLOR & SON, ROBERT BALDWIN

BUT YOUR WHELP WILL HAVE TO GO! ONLY PROFESSIONALS ARE ALLOWED IN MY PRODUCTION! IF HE'S QUIET, WE'LL LET HIM WATCH--

-- WHILE I TEAR YOU APART! YES, THE WAY YOU TORE MY LIFE APART ALL THOSE YEARS AGO! THE FINAL CURTAIN IS YOURS, MADDY... THE LAST LAUGH IS MINE! HAHAHAHA

STEVE DITKO.....PLOTTER & PENCILER
ROGER STERN.....SCRIPTER
JACKSON GUICE.....INKING
RICK PARKER.....LETTERING
TOM VINCENT.....COLORING
JIM SALICRUP.....EDITOR

I CAN'T WAIT FOR YOU TO MAKE YOUR ENTRANCE, MADDY.

I STILL REMEMBER YOUR LAST CRUEL PERFORMANCE WITH ME...

"...WHEN WE BOTH AUDITIONED ON BROADWAY. I WAS BRILLIANT. YOU WERE...COMPETENT. BUT YOU GOT A PART, AND I WAS PASSED OVER!

"SOMEHOW, YOU TURNED THE DIRECTOR AGAINST ME! IT WOULD HAVE BEEN MY BIG BREAK... BUT NO, YOU COULDN'T ALLOW THAT! I WENT BACK TO WAITING TABLES AND MOPPING FLOORS, WHILE YOU WENT ON TO STARDOM!

"I THOUGHT I'D NEVER HAVE A CHANCE TO GET EVEN...

"...UNTIL YESTERDAY!"

MADDY NAYLOR, HOW ARE YOU?! TOMORROW? SURE, DROP ON BY--!

AT LAST I CAN HAVE MY *REVENGE!*

THERE'S MADDY'S SON... BUT WHERE IS SHE?

MOM? YOU BACKSTAGE?

YOUR MOTHER'S NOT HERE YET, BOY! BUT DON'T WORRY, YOU CAN HANG AROUND AND WAIT FOR HER WITH ME!

HA HA HA HA

?!

COME ON, MADDY! THIS IS THE PART OF YOUR LIFE...DON'T KEEP THE HOUSE WAITING!

WHAT THE HECK IS GOING ON? WHO IS THAT MANIAC?

WHAT DID HE MEAN ABOUT WAITING FOR MOM?

I'VE GOT TO GET OUT OF HERE! ;UNNGH!; THIS BAG DOESN'T WANT TO TEAR... BUT IF I CAN GET IT SWINGING, MAYBE I'LL HIT SOMETHING HARD ENOUGH TO TRIGGER *THE POWER!*

HEL-LO? AMY... ROB? ANYBODY HERE?
YES, MADDY! KEEP COMING!
MAYBE THEY'RE BACKSTAGE.
IT'S WORKING... THE POWER IS BUILDING!
B-BUT THERE'S NOWHERE FOR IT TO GO! NOW WHAT--?
COME ON, MADDY! JUST CROSS THE FOOTLIGHTS!
... AND YOU'LL BE--
--HUH? WHO'S THERE?!?
HRP
WHEW! THE POWER SHREDDED THE BAG JUST IN TIME!
ROB? AMY? IS THAT YOU?
BACK HERE, MADDY!
I HAD TO STEP OUT FOR A SEC! HOPE YOU WEREN'T WAITING LONG!
NOT AT ALL, AMY! I DID WONDER WHY THE PLACE WAS EMPTY!
OH, FINE! THE HANDYMAN MUST'VE SNUCK OUT FOR A DRINK AGAIN--AND LEFT THE THEATRE UNLOCKED!
WHERE'D THAT WEIRDO GO? THESE OLD THEATRES HAVE SO DARNED MANY DOORWAYS! IF ONLY I HADN'T BOUNCED THE WRONG WAY WHEN I HIT THE STAGE--!
DON'T KNOW WHAT THAT BOUNCING THING WAS, BUT I ESCAPED IT THROUGH THIS--
--EH?! THE TRAP DOOR IS JAMMED?! @#$%#!!! NOT NOW!
MINUTES LATER...
HI, MOM! YOU READY TO GO? OUR TRAIN LEAVES IN...
RELAX, ROB! WE CAN ALWAYS TAKE A LATER TRAIN.
I HAVEN'T SEEN AMY IN YEARS! AND WE STILL HAVE TO ORDER COSTUMES AND PROPS FOR THE SPRINGDALE CIVIC THEATRE.
NO PROBLEM, DEAR! *BROADWAY SUPPLY* IS OPEN LATE!
THAT MANIAC COULD STILL BE AROUND SOMEWHERE. HOW CAN I GET MOM OUT OF HERE? IF I TELL HER WHAT HAPPENED--
--I'LL HAVE TO EXPLAIN MY POWER... AND I'M NOT SURE I CAN!
I CAN JUST BARELY HEAR THROUGH THIS WALL. HOW DID MADDY'S KID GET LOOSE-- AND WHY ISN'T HE SQUAWKING? MAYBE HE HATES HER, TOO?
THAT'S A BREAK! I CAN CORNER HER AT BROADWAY SUPPLY... IF I CAN GET OUT OF HERE!

SOON...
SUCH A BEAUTIFUL DAY! SUCH A GLORIOUS CITY! JUST LOOK AROUND US, ROBBIE!
I'M LOOKING, MOM...
...THAT NUTCASE COULD BE ANYBODY, ANYWHERE!
THIS PLACE IS A MADHOUSE... AND MOM USED TO LIVE HERE?
STOP! THIEF!!
WHOLIFF
LOOK OUT!
HE ALMOST HIT ME! THAT COULD'VE TRIGGERED MY POWER... IN FRONT OF EVERYBODY! THAT'D BE ALL I NEED!
C-COME ON, MOM. LET'S GET THIS ERRAND OVER WITH...
...AND GO HOME!
MEANWHILE...
HAH! I THOUGHT THERE WAS A WAY OUT BACK HERE! I STILL HAVE A CHANCE...
MADDY, BAS-MALKEH! YOU HONOR ME, COMING HERE! AND THIS IS YOUR BOITSHICK?
YES, SOLLY... THIS IS ROBBIE!
BROADWAY SUPPLY THEATRIC PROPERTIES & COSTUMES
(718)
DID HE SAY "BOY-CHICK"?
ALL THE PLAYERS ARE IN PLACE, EXCELLENT! I MUST PREPARE MY ENTRANCE!
WE HAVE SEVERAL PRODUCTIONS PLANNED, SOLLY. I'LL NEED TO CHECK YOUR STOCK.
UH, MIND IF WE BROWSE, SIR?
FEEL FREE! CALL IF YOU NEED ME!
I GUESS WE'RE SAFE ENOUGH IN HERE. AFTER ALL, WHAT COULD HAPPEN IN AN OLD PROP SHOP?
WHOK
CLOSED
CURTAIN UP... NO ONE SEATED DURING THE OPENING ACTIHAH-HA-HA!

HUH? WHAT WAS THAT?

AW, I MUST BE IMAGINING THINGS! AFTER ALL, MOM AND I ARE THE ONLY ONES HERE... RIGHT?

MOM? WHICH WAY DID SHE GO?

ACT ONE, SCENE ONE...

...IN WHICH THE HERO ENTERS...

--EAGER TO CONFRONT THE VILLAINESS AND END HER EVIL WAYS!

BUT FIRST...

BOY, THIS SHOP IS MORE CONFUSING THAN THE MAZE AT FUNLAND! YOU COULD GET LOST IN HERE AND NEVER FIND YOUR WAY OUT!

...THE SHE-DEVIL'S INNOCENT DUPE MUST BE DISPOSED OF!

HEY! DON'T--!

TIME FOR SCENE TWO, MADDY... OUR SCENE!

BUT, AS ROB BALDWIN TUMBLES DOWN THE OLD CHUTE, THE EERIE ENERGIES BOTTLED UP IN HIS BODY ARE ONCE MORE PRIMED FOR RELEASE--

-- SO THAT WHEN HE TOUCHES DOWN, THE FORCE OF IMPACT IS ABSORBED, REDIRECTED, AND ROB IS TRANSFORMED!

OH, BOY-- HERE WE GO AGAIN!

I DON'T KNOW HOW HE FOUND US, BUT I WON'T LET HIM HURT MOM! I HAVE TO GET BACK UPSTAIRS FAST!

A STAIRWAY-- *ALL RIGHT!* NOW IF I CAN JUST KEEP BOUNCING STRAIGHT...

IT'S A GOOD THING I GIVE OFF A GLOW WHEN I'M POWERED UP... I CAN'T WASTE TIME LOOKING FOR A LIGHT SWITCH!

MMM, BEAUTIFUL FABRIC... BUT MAYBE A BIT DARING FOR SPINGDALE!

FIRST, A TOUCH OF PAIN, AND THEN--!

I DID IT!

GYAHH!

WHAT A FACE! I HOPE THAT'S A MASK!

ROBBIE? IS THAT YOU?

UH-OH! BETTER NOT LET *MOM* SEE ME LIKE THIS!

WHO IS THIS ACROBATIC FOOL? WHY IS HE BUTTING IN?

IF MOM SEES THE *MASKED MARVEL* HERE, SHE'S BOUND TO GUESS WHO I AM! BUT I HAVE TO STICK CLOSE TO HER... I DON'T THINK THAT NUTCASE IS GOING TO GIVE UP!

LOST MY KNIFE... I'LL JUST HAVE TO *IMPROVISE!*

YES, THIS SHOULD DO NICELY!

IT'LL BE QUITE SATISFYING TO GIVE HER THE SACK... HAH-HA!

LET HER HAVE A TASTE OF TERROR BEFORE... OH, NO!

HIM AGAIN! WHAT'S HE DOING? MOCKING ME?!

MAYBE IF I MAKE A TARGET OF MYSELF, I CAN LURE HIM AWAY FROM MOM.

ROBBIE, I'M FINDING THE MOST WONDERFUL THINGS! ROBBIE, DO YOU HEAR ME?

EEP! NOW WHAT? MY VOICE GOES ALL *WEIRD* WHEN I'M LIKE THIS... HOW CAN I ANSWER HER?

I'LL BET *SPIDER-MAN* NEVER HAS PROBLEMS LIKE THIS!

I'LL BROOK NO MORE INTERFERENCE FROM THAT GLIMMERING JUMPING-JACK!

AH... THIS FEELS RIGHT! AFTER ALL--

-- MANY GREAT ACTORS WERE ONCE SPEAR-CARRIERS! TOO LONG I'VE SUFFERED "THE SLINGS AND ARROWS OF OUTRAGEOUS FORTUNE!"

TIME NOW "TO TAKE ARMS AGAINST A SEA OF TROUBLES...

"... AND BY OPPOSING... END THEM!"

"TO DIE," MADDY, "TO SLEEP... AND, BY A SLEEP TO SAY WE END THE HEARTACHE..."

THINK AGAIN, SHAKESPEARE!

CURSED FOOL! DO YOU ALL CONSPIRE AGAINST ME? VERY WELL, I'LL REHEARSE THIS ACT WITH YOU!

DROP THE SPEAR... I MEAN IT!

"UNHAND ME... BY HEAVEN, I'LL MAKE A GHOST OF HIM THAT LETS ME."

THEN I WON'T LET YOU! DROP IT!

HA! "YOU SPEAK LIKE A GREEN GIRL, UNSIFTED IN SUCH PERILOUS CIRCUMSTANCE."

YOW! I LEFT MYSELF WIDE OPEN FOR THAT ONE! BUT THE JOKE'S ON SMILEY... THE HARDER I SLAM INTO SOMETHING--

--THE FASTER I *REBOUND*! THAT MAY NOT BE MUCH, BUT IT IS CARRYING US AWAY FROM MOM.

WHAT MANNER OF CREATURE ARE YOU?

YOU MUST BE SOME DEMON, SENT TO THWART MY VENGEANCE! BUT I WON'T LET YOU! I KILLED MADDY'S SON... AND I CAN KILL YOU, TOO!

OH, BROTHER, HE'S REALLY FREAKING OUT NOW! I'VE GOT TO GET THIS SPEAR AWAY FROM HIM!

I'LL KILL YOU ALL !!

AT THAT MOMENT...

I DON'T LIKE IT, DAVE! SOLLY WAS EXPECTING THIS DELIVERY-- IT'S NOT LIKE HIM TO CLOSE EARLY.

CLOSED

YEAH, HE'D AT LEAST LEAVE A NOTE.

LET'S CHECK IT OUT. SOLLY GAVE ME THIS PASS KEY--!

BETTER LET ME GO FIRST.

SEE, THE LIGHTS ARE STILL ON!

NOTHING LOOKS DISTURBED. SAY... DID YOU HEAR SOMETHING IN THE BACK?

OMIGOD! SOLLY!

A CORRIDOR AWAY...

"A HIT, A VERY PALPABLE HIT."

HE HIT ME JUST RIGHT. I'M BOUNCING TOO FAST TO TURN AROUND!

NOW THERE WILL BE NO ONE BETWEEN US, MADDY!

HOLD IT! POLICE!

LET'S TAKE IT EASY, PAL. JUST PUT DOWN THE SPEAR...

NO!!

I'LL TAKE NO FURTHER DIRECTION! THIS IS MY PLAY... MINE!

I'LL KILL ANYONE WHO TRIES TO STOP ME!

DROP IT! I'M WARNING YOU-- DON'T-!

BDAM

I SAW IT ALL, DAVID. YOU HAD NO CHOICE.

SOLLY, WHAT--? OH!

WE... HAD AN INCIDENT, MA'AM. IT'S OVER.

YOU KNOW HIM, SOLLY?

Y-YES! HE WORKED HERE ONCE... FANCIED HIMSELF AN ACTOR...

...BUT HAD NO TALENT WHATSOEVER... ALWAYS BLAMING OTHERS FOR HIS FAILINGS!

WHAT'S HAPPENING, MOM?

DON'T LOOK, ROBBIE. A MAN... WENT BERSERK. IT'S NOT A PLEASANT SIGHT.

SUCH A BUSINESS!

HE ALMOST LOOKS FAMILIAR, BUT I CAN'T PLACE HIM. WHAT DO YOU SUPPOSE SET HIM OFF, SOLLY?

WHO CAN SAY? HE WAS ONE OF THOSE POOR SOULS WHO LIVED IN HIS OWN MAKE-BELIEVE WORLD. SOMETIMES I THINK IT'S A MISTAKE, GIVING THE WORLD SUCH PRETTY FANTASIES!

SOLLY DIDN'T MEAN THAT, ROB. WHEN PEOPLE LOSE TOUCH WITH REALITY, WE OFTEN LOOK FOR SOMETHING TO BLAME. BUT THE STAGE DOESN'T CAUSE THINGS LIKE THIS... NONE OF THE ARTS DO!

I KNOW, MOM. THAT'S LIKE UNCLE NORM BLAMING THE *BEATLES* FOR COMMUNISM!

YOU'RE ONE IN A MILLION, KIDDO! C'MON, LET'S GO HOME!

FINALLY, AT DAY'S END...

HOW'D YOU LIKE THE BIG CITY, ROB?

WELL, DAD, I SAW SOME AMAZING THINGS... BUT I'M STILL GLAD WE LIVE IN SPRINGDALE!

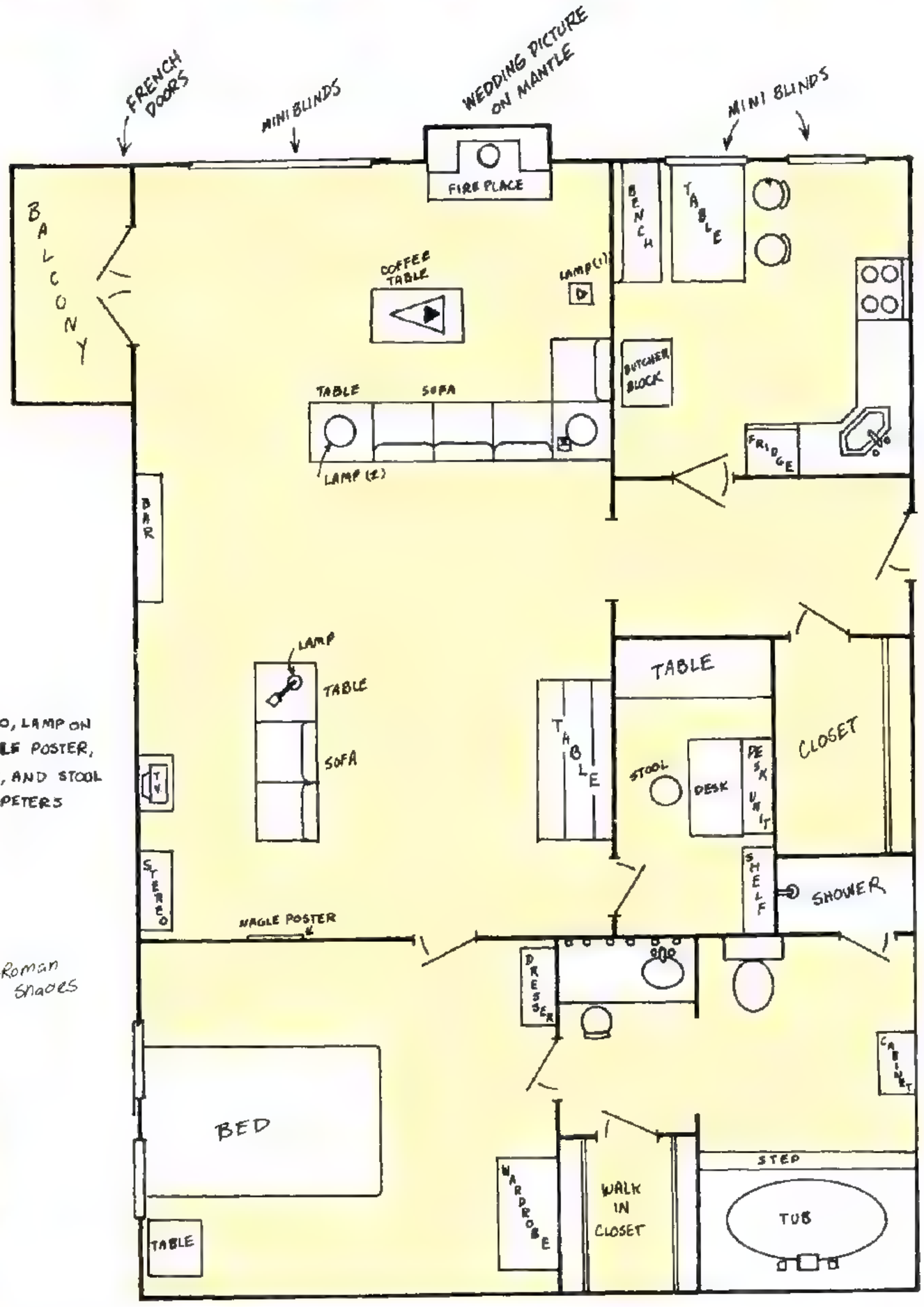
YOU KNOW, DEAR... I AM, TOO!

FOLLOW THE ADVENTURES OF ROB & HIS FAMILY IN EVERY ISSUE OF ***SPEEDBALL, THE MASKED MARVEL!***

PETER AND MARY JANE'S APARTMENT AT THE

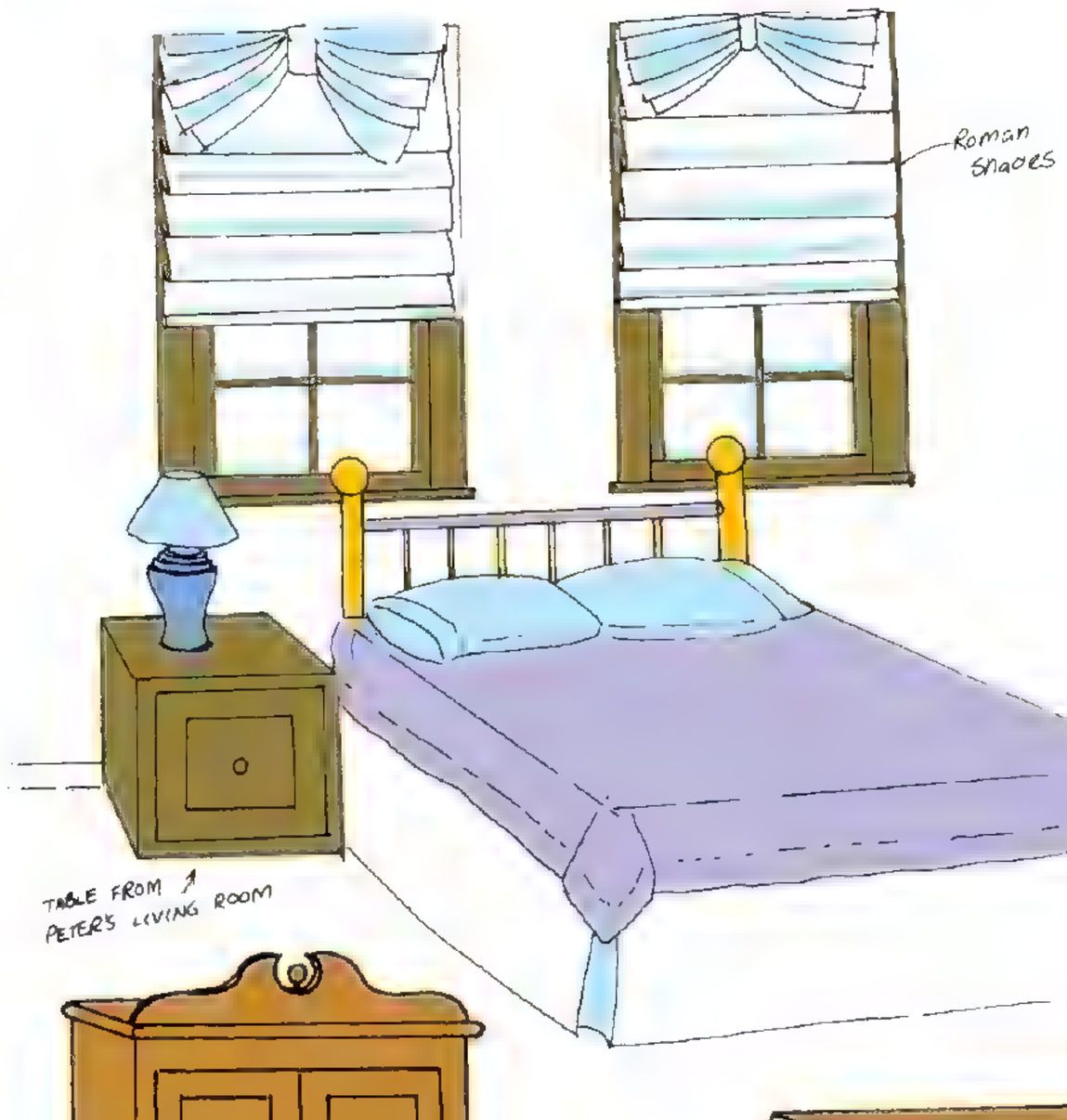
BEDFORD TOWERS!

BACK WHEN THE PARKERS MOVED INTO THE BEDFORD TOWERS, WE HAD OUR VERY OWN JANET JACKSON DESIGN THEIR APARTMENT! HERE'S WHAT SHE CAME UP WITH...



T.V., STEREO, LAMP ON TABLE, NAGLE POSTER, DESK UNIT, AND STOOL ARE FROM PETERS APT.

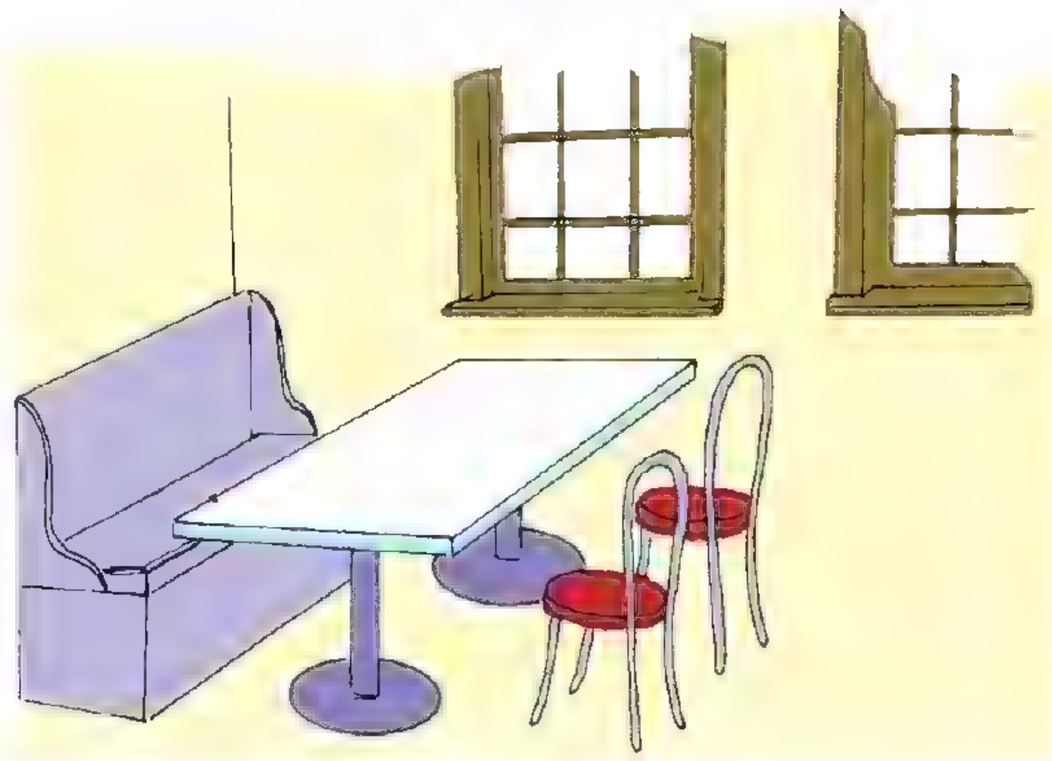
BEDROOM



WARDROBE

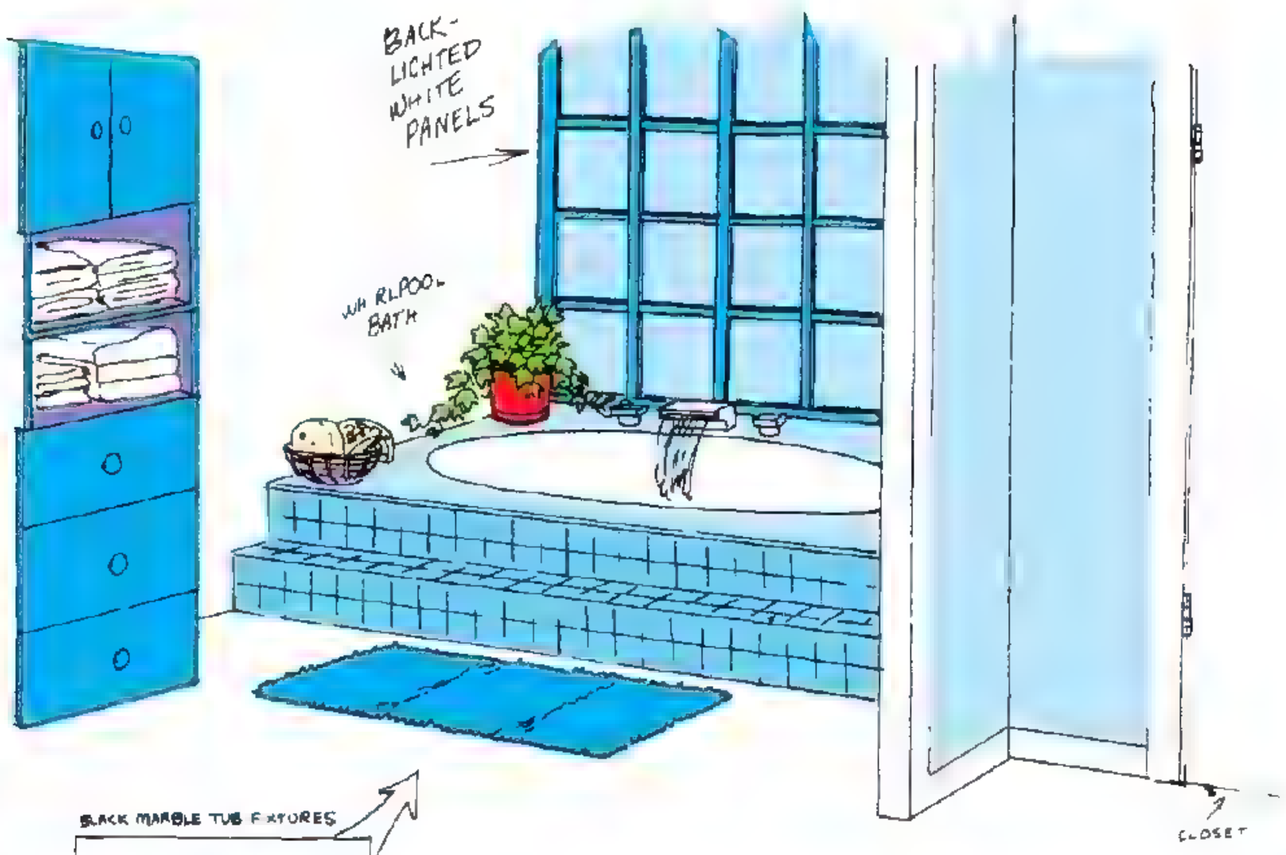
DRESSER

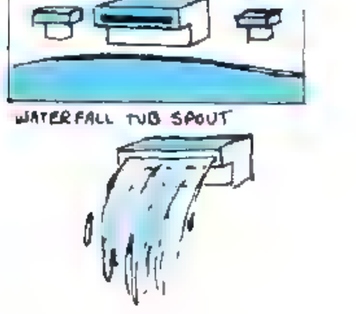
KITCHEN



BREAKFAST NOOK

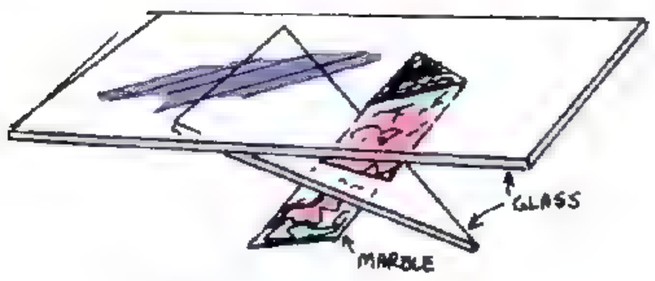
BATH ROOM WITH VANITY AREA



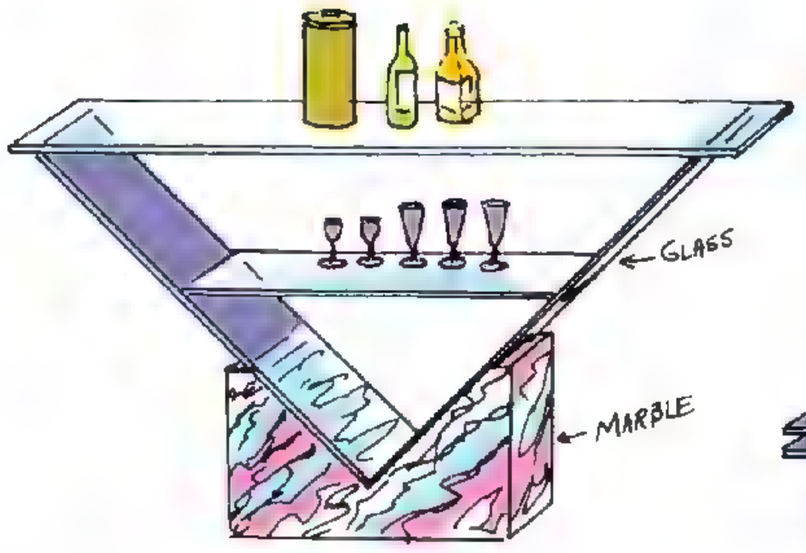


HEY, WHAT OTHER COMIC BOOK COMPANY WOULD DARE GIVE YOU A PIN-UP OF THE HERO'S BATHROOM?

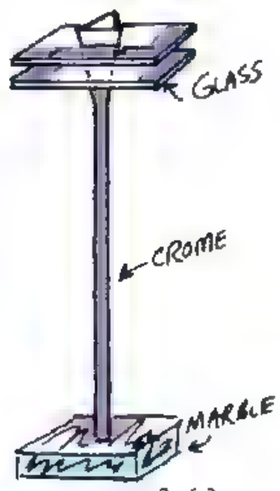
LIVING ROOM



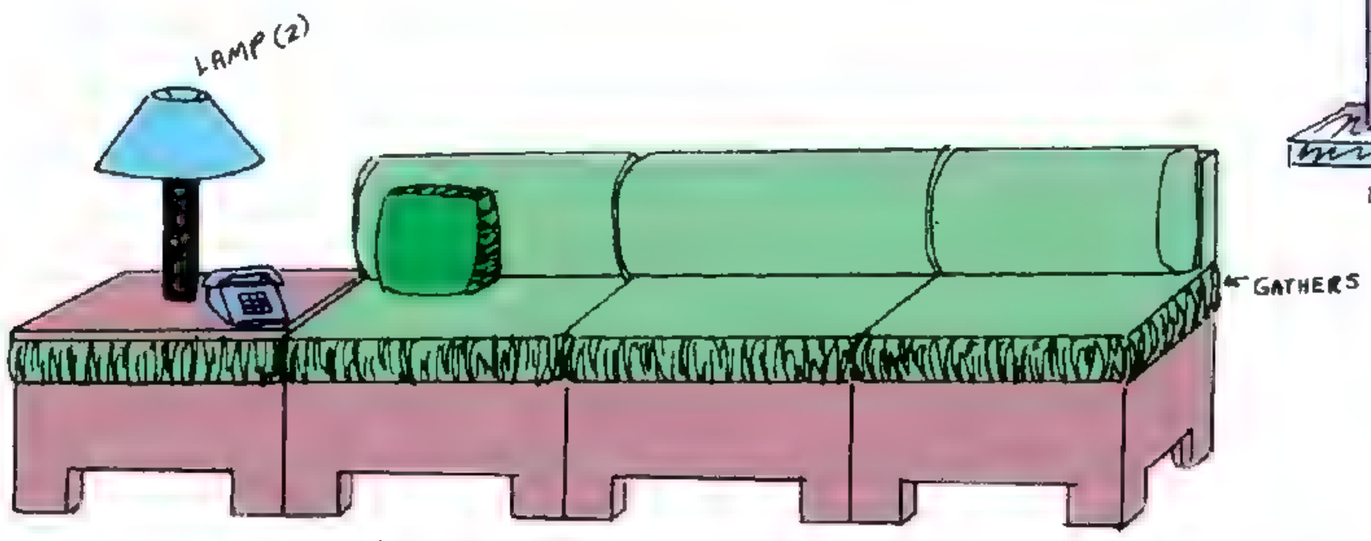
COFFEE TABLE
(SEE PICTURE)



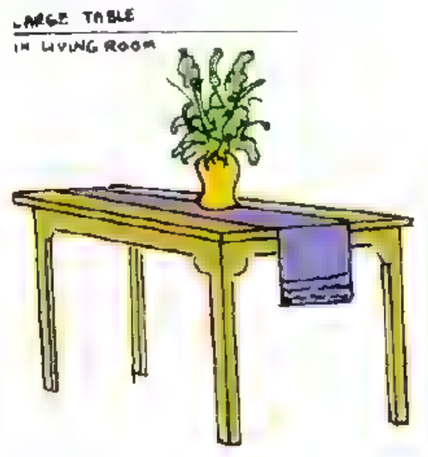
BAR



LAMP (1)



SECTIONAL SOFA WITH END TABLES



LARGE TABLE IN LIVING ROOM

STAN LEE PRESENTS:

THE HIGH EVOLUTIONARY

CHAPTER SIX:

KINDRED SPIRITS

MARCH 1932. NESTLED AT THE BASE OF WUNDAGORE MOUNTAIN IN EASTERN EUROPE IS POSSIBLY THE MOST ADVANCED SCIENTIFIC FACILITY KNOWN TO MAN. SINCE ITS COMPLETION SEVERAL MONTHS AGO, THE LABORATORY COMPLEX HAS BEEN THE SCENE OF FEVERISH ACTIVITY...

AS GENETICIST HERBERT EDGAR WYNDHAM CARRIES OUT HIS PROGRAM TO SOLVE THE RIDDLES OF EVOLUTION...

MOOOOOOO

DON'T WORRY, OLD GIRL -- THE GENETIC ACCELERATOR MAY MAKE A LOT OF NOISE, BUT IT WON'T HURT YOU...

NOW THEN, EXERCISE 12 COMMENCING. 3-21-32. SUBJECT: A COW OF THE GUERNSEY BREED I'VE NAMED BOVA. POWER GENERATOR FULLY CHARGED, BEGINNING BOMBARDMENT...

VVVVVVVVVV

MOOOOOOOOOO

EXERCISE 12 APPEARS TO BE A *SUCCESS*. SUBJECT BOVA HAS ASSUMED BASIC *HUMANOID CONFIGURATION* AND IN ALL PROBABILITY THE CAPACITY FOR HUMAN-RANGE *INTELLIGENCE*. MONITORS SHOW ALL VITAL SIGNS ARE STABLE.

POWER DISENGAGED.

FEELS STRANGE TO WALK ON YOUR *HIND LEGS*, EH, DEAR WOMAN? YOU'LL GET USED TO IT SOON ENOUGH.

COME... I'LL HELP YOU TO YOUR *NEW QUARTERS*.

MMMMOO?

I THINK YOU'RE GOING TO *LIKE* YOUR NEW FORM, BOVA. MY ELEVEN PREVIOUS SUBJECTS ALL DO. WALKING ON TWO LEGS FREES YOUR FRONT LIMBS FOR SO MANY THINGS...

AND THE ARRANGEMENT OF YOUR *VOCAL CORDS* WILL OPEN UP THE WONDERS OF COMMUNICATION.

HA. I KNOW MY WORDS ARE *UNINTELLIGIBLE* TO YOU NOW...

... BUT SOME MONTHS FROM NOW, AFTER YOU'VE UNDERGONE *ELECTRONIC TUTORING* LIKE THE REST OF MY ANIMAL-MEN, YOU'LL BE ABLE TO *UNDERSTAND* ME, AND *SPEAK*, AND PERHAPS EVEN *WRITE!*

YOU'LL BEGIN *TOMORROW* AFTER A GOOD NIGHT'S REST.

C IS FOR CAT

SOON...

HMMM. IT'S *LATER* THAN I THOUGHT. I'D BETTER CHECK IN WITH MY HOUSEGUEST, *BARON GREGOR RUSSOFF*...

HOW MANY MONTHS HAS IT BEEN NOW THAT RUSSOFF HAS AVAILED HIMSELF OF MY *HOSPI-TALITY* FOR THE THREE NIGHTS OF THE *FULL MOON*? FIVE? *SIX*?

I STILL FIND HIS CONDITION AS *PUZZLING* AS I DID THE DAY I FIRST *TRAPPED* HIM IN THE CORRIDOR OF MY CITADEL...

"I DIDN'T KNOW WHAT TO MAKE OF THIS MURDEROUS *WOLF-MAN* WHOM I HAD CAUGHT IN THE ACT OF PREYING UPON ONE OF THE MYSTERIOUS SUB-HUMAN BEINGS I HAD EMPLOYED AS LABORERS...

"AT FIRST I THOUGHT IT WAS THE PRODUCT OF *GENETIC ACCELERATION*... BUT WHEN THE CREATURE REVERTED TO *HUMAN FORM* AT DAWN, I HAD TO ABANDON THAT THEORY.

"THE CREATURE PROVED TO BE THE NEIGHBORING *BARON* WHO SOLD MY PARTNER AND I A TRACT OF LAND. OVER TEA, HE EXPLAINED TO ME HOW HIS FAMILY LINE HAD BEEN CURSED WITH LYCANTHROPY--*WEREWOLFISM*--

HE WAS *GRIEF-STRICKEN* TO LEARN OF THE DEATHS HE HAD CAUSED--BUT I COULD NOT BRING MYSELF TO *CONDEMN* THE MAN FOR ACTS COMMITTED WHILE IN AN ANIMALISTIC STATE OF MIND ANY MORE THAN I COULD BRING MYSELF TO BELIEVE IN HIS CLAIM OF *SUPER-NATURAL ORIGIN*.

SO, I OFFERED TO TAKE THE RESPONSIBILITY OF *RESTRAINING HIM* FROM HARMING ANYONE DURING HIS PERIOD OF BESTIALITY IN EXCHANGE FOR THE OPPURTUNITY TO *STUDY* HIS BIZARRE CONDITION.

SO FAR, THE **BIOPSIED TISSUE** I'VE EXTRACTED FROM HIM DURING BOTH OF HIS STATES HAVE PROVEN INCONCLUSIVE.

PERHAPS IF I COULD TAKE CELL SAMPLES DURING HIS **TRANSITIONAL** STATE--! HMMM, THE TIMING WILL BE TRICKY...

BUT WITH THIS **BODY ARMOR** I'VE DEVISED FOR THE EXPRESS PURPOSE OF PROTECTING ME FROM THE PREDATIONS OF WILD BEASTS, I HAVE NO FEAR OF HIS **TEETH** OR **CLAWS.**

LET ME CHECK THE **ALMANAC** TO SEE THE PRECISE HOUR THE SUN RISES TOMORROW...

HERBERT WYNDHAM...?

WHAT--? **JONATHAN--?** I THOUGHT YOU'D--

IT'S GREAT TO SEE YOU **BACK,** OLD FRIEND. THE PLACE HASN'T BEEN THE **SAME** SINCE YOU LEFT. YOU'LL HAVE TO EXCUSE MY STRANGE **RAIMENT...** IT'S A COMBINATION **RADIATION SUIT** AND PROTECTION AGAINST--

WYNDHAM...I AM **NOT** YOUR FORMER **PARTNER...**

I HAVE ONLY BORROWED HIS **BODY** SO I CAN WARN YOU ABOUT THE EXTRAORDINARY **DANGER** THAT YOU FACE HERE.

WHAT--?

AND... IF YOU'RE NOT JONATHAN DREW, THEN WHO ARE YOU? WHAT DO YOU MEAN YOU "BORROWED HIS BODY?"

I AM MAGNUS, A PRACTITIONER OF THE MYSTICAL ARTS BORN IN THE YEAR OF OUR LORD 554...

OH, REALLY. DO TELL.

I WAS THE DISCIPLE--AND LOVER--OF THE SIXTH CENTURY'S GREATEST SORCERESS, THE HALF-HUMAN HALF-FAERIE MORGAN LE FEY. HER LEGEND PERSISTS TO THIS DAY, I UNDERSTAND...

"SHE WAS THE LEADER OF THE DARKHOLDERS, A COVEN OF MYSTICS WHO VENERATED THE BOOK OF THE DARKHOLD, AN ANTIQUE TOME CONTAINING ALL THE WORLD'S BLACK MAGICAL LORE.

"THE AUTHOR OF THETOME WAS CHTHON, MIGHTIEST OF THE ELDER DEMONS. IT WAS THE DARKHOLDERS' FONDEST DESIRE TO USE THE BOOK TO SUMMON THE ARCH-DEMON, AND FORCE HIM TO DO OUR BIDDING...

"SUMMON HIM WE FINALLY DID--

"--BUT WHEN HIS MIGHT PROVED TOO INDOMITABLE FOR ANY MORTAL TO CONTROL, WE TRIED TO BANISH HIM BACK TO THE NETHER-WORLD HE HAD OCCUPIED SINCE QUITTING THE MORTAL PLANE EONS AGONE!

"CHTHON WAS FAR TOO POTENT TO VANQUISH, HOWEVER. THE BEST WE COULD MANAGE WAS BINDING HIS SPIRIT TO A SINGULAR EARTHLY LOCATION... A MOUNTAIN...

"...THE MOUNTAIN WHERE YOU HAVE BUILT YOUR CITADEL--WUNDAGORE!

"HAVING BEHELD ABSOLUTE EVIL, I PIOUSLY RENOUNCED MORGAN AND THE COVEN. I STOLE THE ACCURSED DARKHOLD AND LOCKED IT INSIDE A MONASTERY TOWER WHICH I ENCHANTED SO THAT NO ONE WITH EVIL INTENT COULD ENTER WITHOUT FORFEITING HIS LIFE!

"WHEN MORGAN LE FEY LEARNED HOW I HAD BETRAYED HER AND STOLEN HER GREATEST PRIZE-- HER ANGER WAS **BOUNDLESS.**

"SHE **SLEW** ME WITH HER BARE HANDS.

"FORTUNATELY, I HAD **FORESEEN** SUCH A POSSIBILITY, AND PRIOR TO MY DEATH PERFORMED THE NECESSARY RITUAL TO PREVENT MY SPIRIT FROM PASSING ON TO THE **NEXT PLANE.**

"FOR CENTURIES MY **BONES** LAY IN AN UNMARKED GRAVE IN THE EARTH UNTIL THEY FINALLY CRUMBLED TO **POWDER...**

"THEN RELEASED FROM THE FINAL VESTIGES OF MY PHYSICAL FORM, I TOOK UP RESIDENCE IN **WEST-MINSTER ABBEY** IN LONDON...

"THERE I'VE PASSED THE LAST SEVEN CENTURIES, KEEPING A VIGIL FOR ANY SIGN OF THE **AWAKENING** OF CHTHON.

"SIX WEEKS AGO YOUR PARTNER JONATHAN DREW PASSED THROUGH LONDON. FROM HIS MIND, I GLEANED THAT HE HAD BEEN SPENT TIME ON **WUN-DAGORE**... THAT YOU AND HE HAD UNWITTINGLY BUILT YOUR CITADEL ON CHTHON'S **BURIAL MOUND...**

"I ASSUMED CONTROL OF DREW'S FORM--"

IT IS A **MIRACLE** THAT THE ARCH-DEMON HAS NOT RISEN **ALREADY** THE WAY YOU HAVE VIOLATED HIS RESTING PLACE WITH YOUR DRILLING MACHINES.

YOU MUST **LEAVE** THIS PLACE AT ONCE HERBERT WYNDHAM, LEST--

HOLD ON A MINUTE, JOHN. THIS HAS GONE FAR ENOUGH. I DON'T KNOW WHERE YOU'VE PICKED UP ALL THIS **CLAP-TRAP** ABOUT GHOSTS AND DEMONS AND MAGIC BOOKS, OR IF YOU ACTUALLY **BELIEVE** YOURSELF POSSESSED--

"-- BUT I'M A MAN OF **SCIENCE**, AND I DON'T BELIEVE A **WORD** YOU'VE SAID!"

SOMEWHERE, DEEP IN THE BOWELS OF WUNDAGORE, A DEMON LAUGHS.

CONTINUED IN X-MEN ANNUAL #12!

MARK GRUENWALD story · RON LIM pencils · TONY DeZUNIGA inks · KEN LOPEZ letters · GREGORY WRIGHT colors · RALPH MACCHIO editor · TOM DeFALCO editor-in-chief

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the AMAZING SPIDER-MAN®

HERE'S A PAIR OF NEVER BEFORE PUBLISHED SPIDEY COVERS!

THIS ONE'S BY LARRY LIEBER AND JACK ABEL!

...AND THIS ONE'S BY BOB LAYTON!

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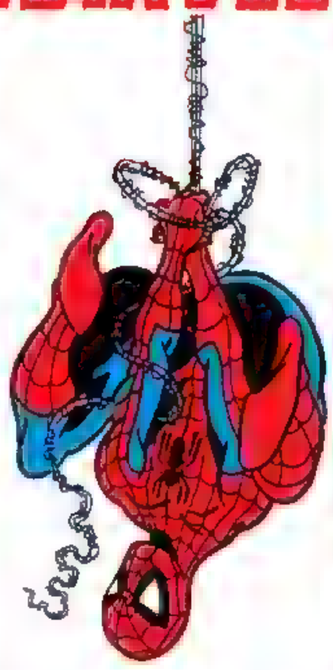

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the AMAZING SPIDER-MAN®

McFARLANE

AFTER THE FOX!™

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE DAILY BUGLE BUILDING, THE OFFICES OF PUBLISHER, J. JONAH JAMESON...

SPIDER-MAN IN ACTION

exclusive DAILY BUGLE photographs

by PETER PARKER

I DON'T BELIEVE IT! I JUST DON'T BELIEVE IT!!

DAVID MICHELINIE — WRITER
TODD McFARLANE — PENCILER
JOE RUBINSTEIN — FINISHER
RICK PARKER — LETTERER
BOB SHAREN — COLORIST
JIM SALICRUP — EDITOR
TOM DeFALCO — EDITOR IN CHIEF

CALIFORNIA SCHEMIN'!

HOW COULD YOU *DO* THIS?

I MEAN, HOW COULD YOU PUBLISH A BOOK OF MY PHOTOS--

WEBS

SPIDER-MAN IN ACTION

-- WITHOUT EVEN *ASKING* ME?

TECHNICALLY, MR. PARKER, WE HAVEN'T. THAT'S JUST A MOCK-UP MADE BY MY COMPANY-- *WILTONBOOKS*-- FOR DEMONSTRATION PURPOSES. THE ACTUAL BOOK WON'T BE PUBLISHED FOR A FEW WEEKS YET.

AS FOR GETTING YOUR PERMISSION--

-- *MS. GREELY* OF OUR LEGAL STAFF CAN BEST EXPLAIN THAT ASPECT.

CERTAINLY, MR. WILTON. YOU SEE, OUR NEGOTIATIONS WITH MR. JAMESON WERE BASED ON THE DISCOVERY THAT ALL PUBLISHING RIGHTS TO THOSE PHOTOGRAPHS BELONG TO THE *DAILY BUGLE!*

YOU SHOULD HAVE READ THE FINE PRINT ON THE *RELEASE FORMS* YOU SIGNED, PARKER. WE *OWN* YOUR WORK--LOCK, STOCK, AND NEGATIVES!

BUT BEING OF A NATURALLY *GENEROUS* NATURE, I MIGHT AUTHORIZE A "GRATITUDE FEE" OF, SAY, A HUNDRED DOLLARS?

A HUNDRED--?!

A BOOK THAT SIZE WILL PROBABLY HAVE A *COVER PRICE* HIGHER THAN THAT!

WE UNDERSTAND YOUR CONCERN, MR. PARKER--

--BUT THERE'S *ANOTHER* WAY YOU MIGHT BENEFIT. WE'D LIKE YOU TO GO ON *TOUR* TO PROMOTE THE BOOK-- DO SIGNINGS IN MAJOR CITIES. YOUR EXPENSES WOULD BE PAID.

IN RETURN FOR YOUR COOPERATION, WILTON BOOKS WILL GIVE YOU A PARTIAL ROYALTY. IF SALES ARE AS HIGH AS WE EXPECT YOU MAY EARN AS MUCH AS $25,000.

LOOK, I DON'T HAVE *TIME* TO--

--TWENTY... FIVE... *THOUSAND?*

THERE'S ONE OTHER THING: WE'D LIKE *SPIDER-MAN* TO PARTICIPATE AS WELL. TELL HIM WE'LL OFFER $1,000 PER APPEARANCE, AND--

WAIT A MINUTE! DO I LOOK LIKE *SPIDER-MAN'S PAL?* YOU THINK I CAN PUSH A BUTTON ON MY WATCH AND HE'LL COME RUNNING LIKE A TRAINED PUPPY?!

I DON'T KNOW WHERE SPIDER-MAN IS! THE ONLY WAY I GOT ALL THOSE PICTURES WAS BY WORKING MY *BUTT* OFF!

EASY, PARKER...!

I'LL *DO* THE TOUR-- I'M GOING BACK TO SCHOOL IN THE FALL AND COULD REALLY USE THE MONEY.

BUT I'LL DO IT *ALONE!*

DON'T WORRY, MR. WILTON, WE'LL FIND THAT WALL-CRAWLER FOR YOU! WHY, WE'LL JUST RUN AN AD IN "HELP WANTED"!

AT OUR *CORPORATE DISCOUNT,* OF COURSE!

AND SOON, IN A DESERTED ROOFTOP STAIRWELL...

I KNOW IT'S SELFISH, BUT I REALLY DON'T *WANT* SPIDER-MAN IN ON THIS!

EVER SINCE I WAS BITTEN BY THAT RADIOACTIVE SPIDER YEARS AGO, *SPIDER-MAN'S* ALWAYS BEEN THE ONE IN THE SPOTLIGHT!

AND THOUGH I'M A LITTLE ASHAMED TO ADMIT IT, THE IDEA OF GETTING SOME EGO-STROKES AS *PETER PARKER* SOUNDS PRETTY GOOD!

PLUS TRAVELING ON SOMEONE ELSE'S TAB? BEING ASKED FOR MY *AUTOGRAPH?* WOW.

I MAY BE TICKED THAT I DON'T HAVE MUCH *SAY* IN ALL THIS, BUT WHEN THE BOTTOM LINE IS DRAWN--

--GOING INTO A STORE AND SEEING A BOOK WITH *MY* NAME ON IT WOULD BE ONE *HECK* OF A KICK!

I DON'T CARE IF THE *EXPOS* WON BY A *HUNDRED* RUNS! WE DIDN'T SHAKE ON IT, SO THERE'S NO BET!

I DON'T LIKE *WELCHERS*, IRVING!

SOMETIMES, I JUST DON'T LIKE 'EM TO *DEATH!*

SNIK

TWIP

HUH?!

GEE, GUYS, I'M HAVING SUCH A NICE DAY--

PLEKT

--WHY SPOIL IT WITH SOMETHING AS FRIVOLOUS AS *MASSIVE BLOOD LOSS?*

M-MAN COULD HAVE A POINT!

Y-Y-YEAH! WH-WHY DON'T WE STOP BY THE BANK, PAL? I-I CAN GET YER FIVE BUCKS FROM THE AUTO-TELLER!

REASONABLE MEN.

REASONABLE MEN MAKE LIFE *SO* MUCH EASIER!

WHILE SEVERAL BLOCKS NORTHWEST--

--MARY JANE WATSON-PARKER'S LIFE IS ALSO MADE EASIER--

--BY CLOSETS AS BIG AS SOME PEOPLE'S GARAGES!

THERE!

ALL THROUGH WITH COATS AND ACCESSORIES.

JUST HOPE I CAN FIT MY SPRING CLOTHES IN THE OTHER THREE--

EEP!

HI!

UH, SORRY, COULDN'T RESIST.

YOU'LL HAVE TROUBLE EXISTING IF YOU SCARE ME LIKE THAT AGAIN, BUSTER!

AW, C'MON, MJ! I WAS JUST EXCITED! AND YOU WILL BE, TOO, ONCE YOU HEAR THE NEWS!

AND, AFTER SHE DOES...

I CALLED THE PUBLISHER WHEN I CALMED DOWN AND FOUND THAT MY FIRST "GIG" IS IN LOS ANGELES IN TWO WEEKS.

GREAT! I HAVEN'T BEEN TO L.A. IN A MONTH!

Y...YOU'RE GOING ALONG?

WELL, SURE! I MEAN... UNLESS YOU'D RATHER I DIDN'T.

GOSH, NO! IT'S JUST THAT BEING SUCH A NEW HUSBAND, I'M STILL GETTING USED TO ALL THIS SHARING!

SWEETHEART, I'D GO TO THE NORTH POLE IN SHORTS AND SANDALS IF YOU'D GO WITH ME!

MMM

HOWEVER, PETER'S NEXT JOURNEY ISN'T QUITE SO **EXTREME**: A MERE SUBWAY RIDE TO QUEENS, TO THE HOME WHERE HE GREW UP. A NOBLE STRUCTURE NOW RUN AS A BOARDING HOUSE BY--

--HIS INDEFATIGABLE AUNT MAY.

♪ I COULD HAVE DAAAANCED ALL NIGHT--
♪ I COULD HAVE DAAAANCED -- ♫♪♫

SURPRISE!

WHA--? P-P-PETER? YOU WROTE A **BOOK?**

ACTUALLY, I TOOK THE **PICTURES**-- THE SAME ONES I'VE BEEN TAKING TO PAY MY **RENT** THESE LAST FEW YEARS!

THEY'VE BEEN COLLECTED AND ARE GOING TO BE PUBLISHED IN HARD-BACK IN A FEW WEEKS, AND I'M GOING ON A CROSS-COUNTRY TOUR TO **PROMOTE** THE PROJECT!

YOU MEAN, WHEN I GO TO **K-MART** I'LL SEE PEOPLE BUYING **YOUR BOOK?!** OH, PETER, YOUR UNCLE BEN WOULD HAVE BEEN SO PROUD!

JUST LIKE **I** AM!

GLAD I STOPPED BY THE *BUGLE* TO BORROW THIS MOCK-UP. ANY LINGERING FRUSTRATIONS I MAY HAVE ARE WORTH IT, JUST TO SEE AUNT MAY SO HAPPY.

I LOVE YOU, AUNT MAY.

SPIDER-MAN IN A
DAILY BUGLE
by PETER PARKER

BEVERLY HILLS.

WHERE'S EDDIE MURPHY WHEN YOU REALLY NEED HIM...?

SNIP

NICE. VERY NICE.

LOUIS QUATORZE FURNITURE, DORIAN CHANDELIERS, MATISSE ORIGINALS ON THE WALLS.

YES, THIS SHOULD SERVE QUITE ADEQUATELY AS A TEMPORARY LAIR FOR--

--THE BLACK FOX!

I MAY BE AN *INTERNATIONAL* JEWEL THIEF, BUT I'VE NOT MOUNTED A CAPER ON AMERICA'S *WEST COAST* BEFORE.

AND I MIGHT AS WELL BE COMFORTABLE WHILE I GET THE LAY OF THE LAND.

AT LEAST HERE I'LL AVOID THE INTERFERENCE I ENCOUNTERED FROM THAT INFERNAL *SPIDER-MAN* IN NEW YORK!*

AFTER ALL, MY NEEDS ARE REALLY RATHER SIMPLE: A FINAL, HIGHLY PROFITABLE HEIST TO FINANCE MY RETIREMENT ON THE FRENCH RIVIERA. THAT--

*MOST RECENTLY, IN **WEB** OF SPIDER-MAN #14-15. -- J.S.

-- AND AN EXCELLENT BOTTLE OF *MÖET!* THIS ONE PROVIDED BY MY HOSTS, MR. AND MRS. *OSGOOD HEMPSTEAD*, WHO--ACCORDING TO THE LONDON TIMES-- ARE CURRENTLY VACATIONING IN *GENEVA!*

IT SEEMED LIKE SUCH A WASTE FOR THEIR EXQUISITE ESTATE TO GO LONELY AND ABANDONED FOR THREE LONG MONTHS! WHICH REMINDS ME...

HELLO? BEVERLY HILLS POLICE? THIS IS *OSGOOD HEMPSTEAD.* I NEGLECTED TO MENTION THAT I'M HAVING A *GUEST* STAY AT THE HOUSE WHILE I'M AWAY. A MR. *FOX.* PLEASE AFFORD HIM EVERY COURTESY.

WHY WORK *AGAINST* THE AUTHORITIES WHEN, WITH A LITTLE CUNNING, YOU CAN HAVE THEM WORK FOR *YOU?*

DAYS PASS IN FRENZIED ACTIVITY ON BOTH COASTS. UNTIL FINALLY, IN NEW YORK...

LET'S SEE, ANSWERING MACHINE ON, WATER OFF, DOORS LOCKED--

--OOPS!

I'M JONATHAN CAESAR, FROM DOWN THE HALL.

THE JONATHAN CAESAR? AS IN THE MAN WHOSE COMPANY *OWNS* THIS BUILDING?

I'VE ADMIRED YOUR WORK FOR A LONG TIME, MS. WATSON. PERHAPS YOU'D HONOR ME BY HAVING TEA SOMETIME...?

ALLOW ME.

MY *HUSBAND* AND I WOULD BE DELIGHTED, AFTER WE GET BACK FROM CALIFORNIA. PETER, THIS IS JONATHAN CAESAR.

HI! GOTTA RUSH! CAB WAITING! SEE YOU WHEN WE GET BACK!

YES...

...I'M SURE YOU *WILL!*

AS SPIDER-MAN, HE'S BEEN TO OTHER WORLDS, OTHER DIMENSIONS.

BUT AS PETER PARKER, HE STILL GETS A THRILL WHEN A PLUSH CORPORATE JET ROCKETS SKYWARD, HEADING WEST.

HE GROWS A SMILE.

ONE THAT REFUSES TO FADE DURING HECTIC CHECK-IN PROCEDURES AT LOS ANGELES INTERNATIONAL AIRPORT--

--AND PERHAPS EVEN GROWS A BIT DURING THE LUXURIOUS LIMO RIDE THAT FOLLOWS...

SO, YOU'VE BOTH BEEN TO CALIFORNIA BEFORE?

UH-HUH. I POSED FOR A MAGAZINE COVER IN *MALIBU* MONTH-BEFORE-LAST.

AND I WAS HERE A WHILE BACK, *MS. EDWARDS*, BUT I DIDN'T GET TO SEE NEARLY AS MUCH AS I WANTED TO.

PLEASE, CALL ME *GINNY.* AND I HOPE YOU DON'T MIND TALKING BUSINESS, BUT THE *PUBLICITY FIRM* I REPRESENT ALREADY HAS A SCHEDULE DRAWN UP, AND I'D LIKE TO GO OVER IT WITH YOU.

AS YOU KNOW, THE MAIN REASON FOR YOUR TRIP IS THE *AMERICAN BOOK FAIR* DAY-AFTER-TOMORROW. BUT I'VE ALSO ARRANGED FOR YOU TO ATTEND A *CHARITY GALA* TONIGHT.

TRANSCORP, A LOCAL BRANCH OF AN INTERNATIONAL CARTEL, RECENTLY DISCOVERED A PRICELESS ARTIFACT WHILE EXCAVATING FOR A NEW BUILDING. THE *VALENCIA CHALICE* WAS A GIFT FROM THE QUEEN OF SPAIN TO EARLY EXPLORERS, BUT WAS LOST FOR CENTURIES!

IT'S BEING DISPLAYED AT THE GALA TONIGHT, AND THEN TRANSCORP WILL RETURN IT TO EUROPE AS PART OF A GOOD WILL EFFORT. NEEDLESS TO SAY, GETTING PETER'S NAME IN THE PAPERS AS AN ATTENDEE WILL BE GOOD PUBLICITY.

BUT WE HAVE NOTHING ON THE AGENDA BEFORE THAT, SO IF THERE'S ANYTHING YOU'D LIKE TO DO THIS AFTERNOON...?

HMMMM...

UH-OH. I DON'T LIKE THAT *LOOK* IN HIS EYES!

INDEED.

LISTEN, PETER, I'M AS GOOD A SPORT AS THE *NEXT* GAL! BUT, SO HELP ME--

WHEEEEEE

YAAAAAAY!

FASTER!

--IF YOU ASK ME TO POSE WITH *DONALD* OR *MICKEY*--!

RADICAL!

AGAIN! AGAIN!

I KNOW THIS IS KIND OF SILLY, MJ. BUT I WAS SUCH A SERIOUS STUDENT WHEN I WAS A KID, TRYING TO PLEASE AUNT MAY AND UNCLE BEN, THAT I DIDN'T HAVE MUCH TIME FOR *FUN!*

THEN ONCE THAT *RADIOACTIVE SPIDER* BIT ME... WELL, I REALLY APPRECIATE YOUR INDULGING ME LIKE THIS!

HEY, TIGER, I SIGNED ON FOR BETTER OR WORSE! EVEN IF THAT MEANS PLAYING "*MOMMY*" ONCE IN A WHILE! SO, C'MON--

--LET'S GO GET YOU SOME *EARS!*

BUT AS EVENING FALLS ON LOS ANGELES, **EARS** GIVE 'WAY TO "**TAILS**" AT THE JOHN DUNCAN CIVIC CENTER.

WHERE...

EXCITED, PETER?

BY TUXEDOS? LIMOUSINES? MILLIONAIRES? WELL, IT'S NOT EXACTLY LIKE SATURDAY NIGHT AT THE **COFFEE BEAN**--

--BUT IT'LL DO!

INVITATION? THANK YOU. THE VALENCIA CHALICE WILL BE ON DISPLAY IN THE GOLDEN WEST ROOM AT NINE.

THANKS.

WOW! LOOK AT ALL THE CELEBRITIES! DON'T YOU WISH YOU KNEW SOME OF--

GERALDO! HI! SAW YOUR SPECIAL LAST WEEK! SUPER!

UH, LIKE I WAS SAYING... LET'S GET SOMETHING TO EAT!

CAVIAR?

FISH EGGS, HUH? DON'T SUPPOSE YOU HAVE ANY **SPAM** ON A **RITZ**?

AHEM! I'LL CONSULT WITH THE **CHEF**, SIR!

WHILE OUTSIDE...

I COULD UNDOUBTEDLY GAIN ACCESS THROUGH A WINDOW SOMEWHERE, BUT GOING IN THE FRONT ENTRANCE HAS SO MUCH MORE *DASH.* I'LL REQUIRE AN INVITATION, OF COURSE, BUT FOR THE *BLACK FOX*--

-- WHERE THERE'S A *WILE*, THERE'S A *WAY!*

HOWEVER...

MY INVITATION! I-IT'S GONE!

BUT I KNOW I HAD IT WHEN WE LEFT HOME!

WHILE NEARBY...

THANK YOU. ENJOY THE GALA, MR., AH, *NUSSBAUM.*

OH!

I'M TERRIBLY SORRY! HOW UTTERLY CLUMSY OF ME!

THINK NOTHING OF IT, MY GOOD MAN. NO HARM DONE.

CHAMPAGNE, SIR?

NO, THANKS.

TH-THAT WHITE-HAIRED MAN ON THE BALCONY! HE LOOKS JUST LIKE... *THE BLACK FOX!*

TICKLES MY NOSE.

TO SAY NOTHING OF MAKING ME WOOF MY--

-- COOKIES? AW, NO! IT'S IMPOSSIBLE!

BLAST! THIS WAS SUPPOSED TO BE *MY* TRIP! NOT SPIDER-MAN'S!

BUT IF THE FOX *IS* BACK IN THIS COUNTRY, I JUST CAN'T IGNORE IT!

I'M GONNA GO LOOK FOR A COKE MACHINE, HON.

OKAY, PETER. I'LL MINGLE.

WHILE ELSEWHERE...

AH. FEELS GOOD TO SHED MY OUTER GARMENTS, TO BE BACK IN MY *ACTION* GARB AGAIN!

FOR ONCE I'VE ACTIVATED THE SPECIAL *BLOCKING CIRCUIT* I INSTALLED, TO FEED A CONTINUOUS LOOP OF *EMPTY CORRIDORS* TO THE BUILDING'S SECURITY CAMERAS, IT WILL BE TIME TO SEE TO MATTERS IN--

TEK

"--THIS DISPLAY ROOM!"

ALL THESE RELICS OF *OLD CALIFORNIA*, SORTA MAKES YOU WONDER WHAT THE STATE WAS LIKE, DON'T IT, SCOTTY? Y'KNOW, BEFORE SKATE-BOARDS AN' WALKMANS?

OH, I DUNNO. IT AIN'T SO--

TAP

PSHHH

THUD

A MAN!

W-WITH A GUN!

=NNGH!=

SLEEP WELL, MY FRIEND.

DREAM OF WONDERS!

KHAMP!

AS FOR ME, I HAVE WORK TO DO!

HMM, THE CHALICE IS IN A WEBBER GLASTEEL CASE, SECURED WITH A NOBEL SENTRY-7 LOCK. CHILD'S PLAY! IN SECONDS, THE PRIZE WILL BE --

--MINE! COME TO ME, BEAUTY! YOUR JEWELED SURFACE WILL BE MY TICKET TO THE FRENCH RIVIERA -- FIRST CLASS!

SAN QUENTIN ISN'T EXACTLY THE RIVIERA, FOX--

--BUT IN YOUR CASE, IT'LL HAVE TO *DO!*

WHA--? I-IT *CAN'T* BE! WH-WHAT ARE YOU DOING *HERE??*

WOULDJA BELIEVE... CATCHING *YOU?*

NO! N-NOT *AGAIN!*

FOX IS PANICKING! KNOCKING OVER THAT ARTIFACT! COULD BE WORTH *THOUSANDS*--!

=WHEW=

NUTS.

MADE IN HONG KONG

CHOOF

IT ISN'T FAIR! HE'S SUPPOSED TO BE IN *NEW YORK!*

HAVE TO USE MY *SMOKE BLASTERS,* THEN MAKE A RUN FOR IT!

≠K-KOFF≠ ≠KOFF≠

HE'LL BE DELAYED ≠PUFF≠ BUT FOR HOW LONG? BLAST IT ALL! ≠PANT≠

≠WHUEEEEZ≠

I AM DEFINITELY GETTING TOO OLD FOR THIS!

HE'S THROWING MORE SMOKE BOMBS!

I'M LOSING HIM!

GOT TO SWING BLIND!

TRUST MY SPIDER-SENSE TO WARN ME OF DANGER! THEN CATCH UP TO THE FOX ON THE OTHER--

--HE'S GONE! MUST'VE DUCKED THROUGH THAT DOOR!

HE'S PRETTY SPRY FOR HIS AGE, BUT HE COULDN'T HAVE GOTTEN VERY--

-- FAR?

I'M SUNK...!

WHO THE BLAZES IS *THAT?*

SOMEONE'S IDEA OF A *JOKE?*

ONE OF THOSE *AVENGERS,* MAYBE?

OR A CRIMINAL! CALL THE POLICE!

CALL MY *AGENT!* HE SAID NO ONE *ELSE* WOULD BE WEARING *TIGHTS!*

HOW DO I EXPLAIN *THIS?* PEOPLE WILL ASK QUESTIONS, WONDER WHY PETER PARKER AND SPIDER-MAN ARE *BOTH* ON THE WEST COAST! MY SECRET IDENTITY WILL BE--

LADIES AND GENTLEMEN, I'D LIKE TO INTRODUCE--

--*THE AMAZING SPIDER-MAN!*

HUH?! M-MARY JANE!

HE'S DECIDED TO JOIN THE PETER PARKER "*WEBS*" TOUR AS A SURPRISE GUEST!

PLAY ALONG, TIGER!

BUT--

--B-BUT--

--BU...

:SIGH:

HI, FOLKS!

DON'T KNOW WHY SPIDER-MAN HASN'T DOUBLED BACK YET--

--BUT WHY COMPLAIN ABOUT GOOD FORTUNE?

HIDING BEHIND THE *SOUND-PROOFING* IN THE CEILING WAS A LAME PLOY, BUT IT WORKED! AND NOW, THE *VALENCIA CHALICE* IS--

CH-K-KOW

P-P-POLICE?!

NOT EVEN CLOSE! THE COPS'D BE AFTER *YOU!* BUT I'M AFTER THE *CHALICE!*

AND RIGHT NOW, OLD-TIMER, THAT FANCY CUP BELONGS TO--

--*THE PROWLER!*

HOO-BOY! THINGS ARE HOPPIN' NOW! BE HERE IN 2 WEEKS FOR: **WESTWARD WOE!!**

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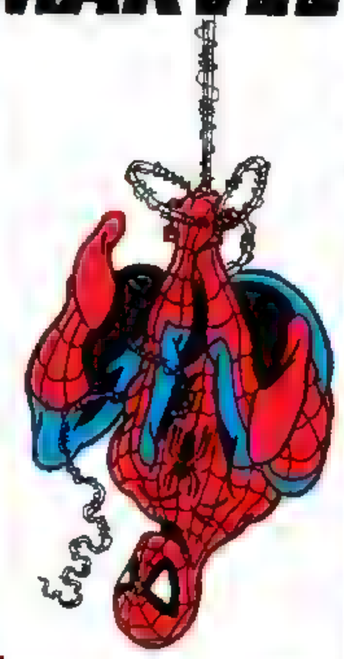

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NOW ON SALE TWICE A MONTH!

the AMAZING SPIDER-MAN®

CALIFORNIA SCHEMIN'!

MCFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE PROWLER HAILS FROM NEW YORK, EAST COAST BORN AND RAISED.

WHILE THE BLACK FOX IS A CAT BURGLAR OF DECIDEDLY EUROPEAN ORIGINS.

SO WHAT ARE THEY BOTH DOING IN LOS ANGELES, FIGHTING OVER A JEWELED CHALICE THAT DATES BACK TO THE DAYS OF SPANISH EXPLORATION? GOOD QUESTION. AND HERE'S A BETTER ONE:

WHAT THE HECK IS SPIDER-MAN DOING DURING ALL THIS?!

WESTWARD WOE!

DAVID MICHELINIE
WRITER
TODD McFARLANE
PENCILS
MAGNIFICENT 7+
INKS
RICK PARKER
LETTERS
GREGORY WRIGHT
COLOR
JIM SALICRUP
EDITOR
TOM DeFALCO
EDITOR IN CHIEF

* SEE SALICRUP'S SECTION FOR EXPLANATION.--J.S.

ANSWER:

YOU'D LIKE THAT SIGNED, "WITH LOVE, SPIDEY"? CERTAINLY, MS. CLOSE. AND BY THE WAY--

--I THOUGHT YOU WERE TERRIFIC IN "FATAL ATTRACTION"!

THIS IS NUTS! I DIDN'T COME TO CALIFORNIA TO SIGN *AUTOGRAPHS!*

WAIT A MINUTE! I *DID* COME TO SIGN *AUTOGRAPHS!* BUT IN MY CIVILIAN IDENTITY AS *PETER PARKER!*

I CAN SELL THIS FOR A FORTUNE!

Spidey

ME NEXT!

A BOOK OF PHOTOGRAPHS I TOOK OF MYSELF AS SPIDER-MAN -- CALLED "*WEBS*"-- IS BEING PUBLISHED.

AND I AGREED TO GO ON TOUR TO *PROMOTE* THE THING!

THAT'S WHY *MARY JANE* AND I ARE IN L.A.--WE CAME TO THIS CHARITY GALA BECAUSE MY PUBLISHERS THOUGHT IT WOULD BE GOOD PUBLICITY!

BUT THEY DIDN'T COUNT ON THE BLACK FOX STEALING THE *VALENCIA CHALICE*, AN ARTIFACT THE *TRANS-CORP* COMPANY LOANED TO THE GALA FOR THE NIGHT!

JUST LIKE *I* DIDN'T COUNT ON STUMBLING INTO THIS *BALLROOM!* IF MJ HADN'T BEEN QUICK, TELLING PEOPLE THAT *SPIDER-MAN* HAD JOINED THE TOUR--

--THE COINCIDENCE OF BOTH PETER AN' SPIDEY BEIN' HERE COULD HAVE RAISED EMBARRASSING QUESTIONS!

BUT IN THE MEANTIME, THE FOX IS GETTING AWAY!

SORRY, FOLKS, GOTTA RUN!

THIS HAS BEEN, UH, *GREAT*, BUT I'M AFRAID DUTY CALLS! JUST REMEMBER--

--"*WEBS*" WILL BE ON SALE AT YOUR LOCAL BOOK DEALER SOON!

WHILE IN A DISPLAY ROOM ELSEWHERE WITHIN THE COMPLEX...

I'M TAKIN' THAT CHALICE, MAN! EVEN IF I HAVE TO GO THROUGH *YOU* FIRST!

SIR, THE *BLACK FOX* IS NOTHING, IF NOT PRACTICAL! *PLEASE--*

--BE MY GUEST!

THANKS...

...I WILL!

NOT IN *THIS* LIFETIME, PROWLER!

YOU?! STAY OUT OF THIS!

WHAT A BLOW!

HOW WONDERFUL! THEY'RE *IGNORING* ME!

I MUST LEAVE THEM A TOKEN OF MY *GRATITUDE!* UNDER THE CIRCUMSTANCES--

-- A *SMOKE BLASTER* SEEMS APPROPRIATE!

PHOOF

AGH! THE OLD COOT'S GETTIN' AWAY! AN' I HEAR *SHOUTS* FROM THE HALL!

THOSE SNOOZIN' *GUARDS* MUST'VE COME TO!

FINE BY ME! I CAN TURN YOU OVER TO *THEM* BEFORE GOING AFTER *THE FOX!*

NO WAY, MAN! I GOTTA FIND *THE FOX* ***MYSELF!*** THAT CHALICE IS THE KEY TO KEEPIN' MY ***WIFE*** OUTTA PRISON!

MINDY--?

YA GOTTA TRUST ME! YA CAN'T LET *TRANSCORP* PULL THIS OFF!

I'M AT THE ***ALGONQUIN HOTEL!*** MEET ME HERE TOMORROW MORNIN' AN' I'LL EXPLAIN EVERYTHING!

HOBIE BROWN'S NOT REALLY A CRIMINAL-- AND HE'S ALWAYS BEEN STRAIGHT WITH ME BEFORE!

HAVE TO MAKE A TOUGH DECISION-- ***FAST!***

AND WHEN ARMED GUARDS RUSH INTO THE DISPLAY AREA SECONDS LATER, THEY FIND THAT DECISION HAS BEEN MADE; AND THAT BOTH ROOM AND CHALICE CASE ARE--

--EMPTY! THE FOX WAS GONE, AND SO WAS THE CHALICE!

SO YOU SLIPPED INTO YOUR MONKEY-SUIT, CAME BACK HERE-- AND LET THE PROWLER GO?

I HAD TO, MARY JANE! IN NEW YORK, HOBIE'S GOTTEN HIS LIFE TOGETHER! HAS A GOOD JOB, A WIFE--!

IF HE'S REVERTED TO HIS *PROWLER* IDENTITY, THERE'S GOT TO BE A REASON! A **GOOD** ONE!

MEANWHILE, I CAN IMAGINE WHAT THE *PRESS* IS GOING TO SAY:

"TREASURE STOLEN WHILE SPIDER-MAN SIGNS AUTOGRAPHS!"

THEN YOUR BEST BET IS TO GET THAT CHALICE *BACK!* TOO BAD YOU CAN'T DO ANYTHING ABOUT IT UNTIL--

"--TOMORROW!"

Coming Soon! FELIX

THERE'S THE *ALGONQUIN!*

HOBIE SAID HE WAS TOP FLOOR, SOUTHEAST CORNER!

CREEEEE

SO THIS MUST BE--

EEEEEEEK!

EEP!

WHASSA PROLLEM, ILSA? WHO'S *DIS* GALOOT?

W-WAIT A MINUTE! I WAS JUST LOOKING FOR *HOBIE BROWN!*

CHECKED-OUT LAST NIGHT! AN' WHATEVER TROUBLE HE WAS IN, PAL, WE DON'T WANT NO PART OF!

BEAT IT!

GOTTA FIND A MIRROR. I HAVE THE FEELING SOMEONE PINNED A SIGN ON MY BACK SAYING "*SUCKER*"!

NEVERTHELESS, HOURS LATER AT THE BEVERLY HILLS MANSION OF MR. AND MRS. **OSGOOD HEMPSTEAD** (CURRENTLY VACATIONING IN GENEVA)...

MMMMM... NOON ALREADY?

CAPERS LIKE THIS NEVER USED TO TIRE ME SO. BUT AT LEAST WITH THE PROFITS FROM THE VALENCIA CHALICE--

--MY *RETIREMENT* ON THE FRENCH RIVIERA IS ASSURED!

I *HAD* PLANNED TO FENCE THE MERCHANDISE IN AMERICA--

--BUT I *HADN'T* COUNTED ON SPIDER-MAN OR THAT *OTHER* MANIAC! I'LL HAVE TO SETTLE FOR A LOWER RATE ON THE EUROPEAN MARKET.

I SHOULD HAVE NO TROUBLE BOOKING QUICK PASSAGE ON A FREIGHTER, WITHOUT ANNOYING *CUSTOMS* RITUALS, BUT I WILL MISS THESE LOVELY ACCOMMODATIONS. HMM, PERHAPS I'LL TAKE ALONG A *MOMENTO* OF MY STAY. YES...

... SURELY MRS. HEMPSTEAD DIDN'T TAKE *ALL* OF HER JEWELRY *AU SUISSE!*

WHILE AT THE SEA PRINCE HOTEL IN LAGUNA BEACH...

HOW 'BOUT A SWIM?

NOT IN THE MOOD, MJ. I WAS PLAYED FOR A FOOL, AND SINCE CALIFORNIA'S NOT MY TURF, I HAVE NO IDEA HOW TO GET A LINE ON EITHER THE *PROWLER* OR THE *BLACK FOX*!

YOU NEED TO RELAX, PETER. REMEMBER YOUR APPEARANCE AT THE *BOOK FAIR* THIS AFTERNOON. JUST LET IT GO.

YOU CAN'T SOLVE THE *WORLD'S* PROBLEMS.

Y'KNOW, I *FORGET* THAT SOMETIMES. THANKS FOR REMINDING ME.

YOU'RE WELCOME.

RACE YA TO TOKYO!

THE SWIM WORKS. AS A RESULT, A CALM AND COLLECTED PETER PARKER JOURNEYS TO ANAHEIM THAT AFTERNOON, TO THE AMERICAN BOOK FAIR--

--WHERE PUBLICIST GINNY EDWARDS HANDS HIM THE FIRST COPY OF "WEBS"...

HOT OFF THE PRESSES!

WOW.

GET USED TO IT, PETER. IF PRE-SALES ARE ANY INDICATION, YOU'LL BE SEEING A LOT OF THOSE IN THE WEEKS TO COME!

I CAN STAND IT. I'M A TROOPER.

A LITTLE SURPRISE: CARSON.

WE'RE GOING TO NEVADA?

NOPE. CHARLES NELSON REILLY CANCELLED AT THE LAST MINUTE, AND I WAS ABLE TO BOOK YOU IN HIS PLACE.

COMING SOON... FROM MARVEL

Y-YOU MEAN... THAT CARSON?!

UH-HUH. YOU, PETER PARKER ARE GOING TO BE ON--

"--THE TONIGHT SHOW!"

THAT'S RIGHT, JOHNNY. BY COMPARING BACK-GROUNDS IN THE TWO PHOTOS, POLICE WERE ABLE TO GET THEIR CONVICTION!

GREAT STORY, PETER. THANKS FOR BEIN' ON THE SHOW.

TOMORROW NIGHT: AL HIRT, VICTORIA PRINCIPLE, AND FROM THE SAN DIEGO ZOO, JOAN EMBRY. GOODNIGHT, FOLKS!

IF WE'D KNOWN SUCH A FAMOUS MODEL AS ***MARY JANE WATSON-PARKER*** WAS BACKSTAGE, WE'D HAVE ARRANGED A WALK-ON! BUT WE DO APPRECI-ATE YOUR COMING ON AT SUCH SHORT NOTICE, PETER.

MY PLEASURE, MR. CORDOVA.

ISN'T THIS THRILLING?

IT'S ***IRONIC***. I'M GETTING FAMOUS FOR SPIDEY PICS, AND I CAN'T EVEN MAKE A GOOD LIVING ***SELLING*** THEM ANY MORE! THAT'S WHY I'M GOING BACK TO ***SCHOOL*** IN THE FALL.

--NEW FROM ***TRANS-CORP***, THE "FUTURE" COMPANY!

BUT RIGHT NOW, THERE'S SOMEWHERE ***ELSE*** I HAVE TO GO...!

THUS, AT THE TRANSCORP TOWER IN DOWNTOWN L.A., SOMETIME LATER...

THIS IS A LONGSHOT, BUT IT'S THE *ONLY* SHOT I CAN THINK OF!

HOBIE SAID SOMETHING ABOUT *TRANSCORP* BEING BEHIND ALL THIS. SO IF I NOSE AROUND THEIR HEADQUARTERS, MAYBE I CAN FIND--

--HOLD IT! THERE'S SOMEONE ***ELSE*** ON THE ROOF! SOMEONE--

--PROWLING!

THWIP

THWIP

?!

FWHAMP

I DON'T LIKE BEING LIED TO, BROWN!

IF IT WAS... MARY JANE?

I - I COULDN'T TAKE CHANCES, MAN! WE'RE TALKIN' 'BOUT MY *WIFE*! WHAT WOULD *YOU* HAVE DONE?

TALK.

M-MY WIFE, *MINDY*, GOT A BOOKKEEPIN' JOB AT TRANSCORP NEW YORK! BUT WHEN THE COMPANY WAS CAUGHT IN SOME SHADY STOCK DEALS, THEY SET MIN UP AS A *PATSY* WITH ANOTHER SET O' BOOKS!

WE COULDN'T AFFORD A HOTSHOT LAWYER, SO I DID WHAT I COULD ON THE STREETS-- AS THE *PROWLER*. I FOUND THAT THE ONLY COPY O' THE *REAL* BOOKS WAS BEIN' SHIPPED TO THE TRUE HEAD OF TRANSCORP-- SOME EUROPEAN DUDE NAMED *HAMMER*.

EVERYTHING WAS PUT ON AN INFORMATION CHIP DISGUISED AS ONE O' THE *JEWELS* ON THE *VALENCIA CHALICE!* SINCE THE CHALICE IS PART OF A GOOD WILL SHIPMENT, NOBODY'D THINK TO SEARCH IT FOR CONTRABAND!

IF I DON'T GET THAT CHIP, AN' PROVE WHAT *REALLY* WENT ON, I'M GONNA BE TALKIN' TO MINDY THROUGH *WIRE MESH* FOR THE NEXT *20* YEARS!

YOU HAVE A PLAN?

TROY FISHBURNE IS HEAD O' TRANSCORP WEST. HIS OFFICE IS IN THE PENTHOUSE BELOW.

I FIGURED HE'D BE AS EAGER TO FIND THAT CHALICE AS I AM, SO I TINKERED THIS "LISTENER" TOGETHER. THOUGHT I'D DO A LITTLE EAVESDROPPIN'.

YOU GONNA STOP ME?

NO-- I'M GOING TO JOIN YOU!

KRITCH

KRITCH

ALL RIGHT!

SUCTION CUP'S SET! PUT ONE O' THOSE EARPLUGS IN--

--AN' LET'S SEE WHAT WE CAN HEAR!

BETTER CHECK THE COMPUTERS AGAIN, KOSLOWSKI. MAKE CERTAIN WE'RE NOT *OVERLOOKING* ANYTHING. WE'VE GOT TO CLOSE THIS CITY TIGHTER THAN--

BIDEEBEEP

FISHBURNE.

YOU'RE SURE?

EXCELLENT!

YOU KNOW WHAT TO DO.

GENTLEMEN, OUR TROUBLES ARE ALMOST OVER.

KLAK

THE THIEF HAS BOOKED PASSAGE ON A STEAMER DEPARTING ***LONG BEACH*** IN THIRTY MINUTES! AND SINCE WE'VE HAD ***HIT TEAMS*** STATIONED AT EVERY DOCK IN THE AREA SINCE THE ROBBERY--

--THE VALENCIA CHALICE SHOULD BE OURS AGAIN IN ***THIRTY-FIVE!***

HANG ON! WE'VE GOT TO GET TO LONG BEACH! ***FAST!***

MAN, Y-YOU DO THIS ALL THE ***TIME?!***
=GULP=

WHILE AT THE AFORE-MENTIONED LONG BEACH DOCKS...

AH, SALT AIR. ONCE SETTLED ON THE RIVIERA, I INTEND TO SPEND *EVERY MORNING* LOUNGING ON THE--

-- BEACH? OH, DEAR. I- I'LL JUST BACK AWAY SLOWLY, AND--

-- *BEHIND* ME? DRAT!

CHECK AND MATE, EH, FELLOWS?

TOO BAD--

-- I DON'T BELIEVE IN *RULES!*

OOF!

AGH! C-CAN'T SEE--!

HASH

FLASH BLASTER WILL SLOW THEM, BUT I NEED A PLACE TO HIDE! SOME PLACE LARGE, PUBLIC, WHERE I CAN--

--HEL-LO. THE *QUEEN MARY*? WELL.

. . . . GOD *BLESS* THE QUEEN!

GUNSHOTS! WE'RE TOO LATE!

NOT QUITE! EYES LEFT!

TARGET ON THE GANG-PLANK!

HOUNDS ON 'IS TAIL!

I'LL NAB *THE FOX!*

AN' I'LL TEACH THOSE TWO-LEGGED *MUTTS* HOW TO *HEEL!*

'CAUSE MY STEEL CLAWS CAN CUT THROUGH *SUPPORT RAILS* AS EASY AS THEY DID INTO CONCRETE WALLS!

SLATCH

HUH?!

POSSE'S SCOOTIN' PAST THOSE CONSTRUCTION SCAFFOLDS! AS THAT *CHURCH LADY* ON TV WOULD SAY--

"-- HOW CONVEEEEENIENT!"

PRRUMBLE

EEYAGH!

SLEEP SWEET, FELLAS...!

SHAP SHAP

SHAP

BETTER KEEP AN EYE ON THESE JERKS, 'CASE THEY WAKE UP.

IF SPIDEY NEEDS ME--

"!-HE CAN ALWAYS HOLLER!"

STOP!

HIM? *HERE?!* H-HOW CAN I-- WAIT! I'VE GOT IT!

LOOK, EVERYONE! IT'S *SPIDER-MAN!*

CAN I GET A PICTURE?

ER, EXCUSE... P-PARDON... ONE SIDE--!

SIGN MY BOOK?

AW, HE AIN'T THE *REAL* SPIDER-MAN!

NICE MOVE, FOX...!

I'VE GOT TO GET AWAY! BUT HOW DOES ONE ESCAPE ON A SHIP THAT'S *PERMANENTLY MOORED?* UNLESS...

...YES! WITH *ANOTHER* SHIP! I'LL JUST EASE THIS LIFEBOAT OVER THE SIDE AND SLIP AWAY! RENDEZ-VOUS WITH THAT STEAMER IN OPEN WATER!

FOX, OL' BOY, YOU'VE STILL GOT IT!

THEY'LL NEVER LAY A *HAND* ON YOU!

BEND OVER AND KISS YOUR ASPIRATIONS GOOD-BYE, FOX!

AT HIS AGE, JAIL *COULD* BE DANGEROUS! AND I DO HAVE THE CHALICE!

O-ON... MY MOTHER'S... GRAVE...?

PLEASE! M-M-MERCY! I'VE A WEAK HEART! INCAR-CERATION WILL *KILL* ME! I'LL N-NEVER STEAL AGAIN! I SWEAR!

I SWEAR ON MY MOTHER'S GRAVE!

FOX, I SEE YOU AGAIN, I'LL MAIL YOU TO THE F.B.I.-- *PIECE-BY-PIECE!*

SIR, YOU ARE A SAINT.

SIR, I AM A *SAP!*

AND SOON...

THIS IS IT!

THE CHIP ON THE BACK OF THIS JEWEL IS THE KEY TO MINDY'S FREEDOM! THANKS, SPIDER-MAN. THANKS FOR TRUSTIN' ME.

HOBIE--

--THE PLEASURE WAS MINE!

MORNING, LOS ANGELES INTERNATIONAL AIRPORT...

--MICROCHIP FOUND IN THE RETURNED VALENCIA CHALICE INDICATES WIDE-SPREAD CORRUPTION IN TRANSCORP'S NEW YORK BRANCH. IN A RELATED MATTER, A TRANSCORP EMPLOYEE JAILED LAST WEEK, **MINDY S. BROWN**, HAS BEEN RELEASED DUE TO THESE LATEST--

GREAT NEWS.

UH-HUH. WELL WORTH THE QUARTER! IT'S GOOD TO KNOW THAT SOMETIMES THINGS **DO** WORK OUT!

THINGS DID **NOT** WORK OUT AT ALL!

THE **RUBY** I "ACQUIRED" FROM THE HEMPSTEAD'S SAFE WILL BARELY COVER MY EX-PENSES! AH, WELL, AT LEAST THERE WAS THAT FINAL CON-FRONTATION WITH **SPIDER-MAN.** I MEAN, REALLY! SWEARING ON MY **MOTHER'S GRAVE** NOT TO STEAL ANY MORE?

MUM WILL GET SUCH A **LAUGH** WHEN I TELL HER...!

NEXT

LOOK OUT, NEW YORK-- **HUMBUG**'S BACK! (AND SPIDEY SAYS "HI" TO CLEVELAND!) IT ALL HAPPENS IN JUST **TWO WEEKS!** **BE HERE!**

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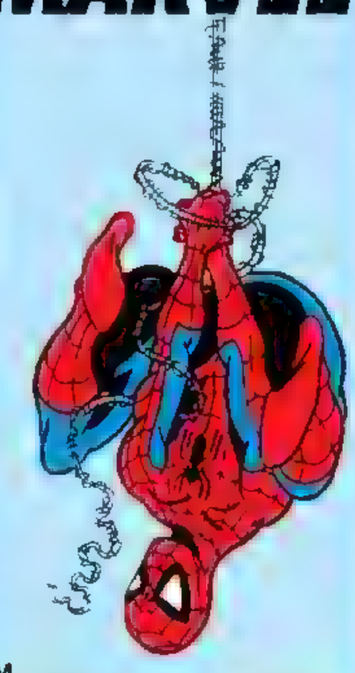

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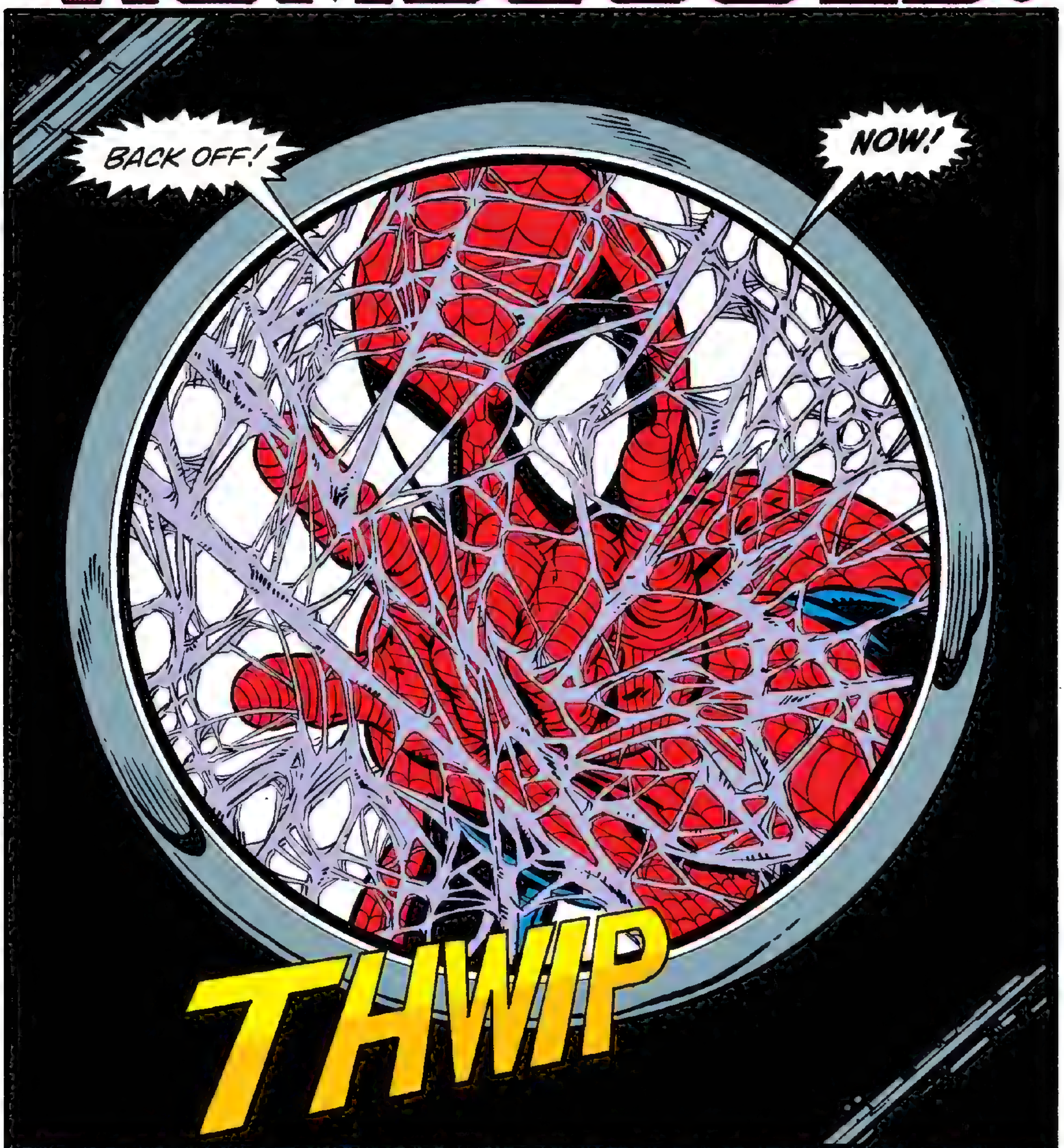
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

HUMBUGGED!



MICHELINIE STORY
McFARLANE ART
PARKER LETTERING
SHAREN COLOR
SALICRUP EDITOR
DeFALCO EDITOR IN CHIEF

WHEN I SAID NO INTERVIEWS, I MEANT *NO INTERVIEWS!*

HEY, THIS THING COST *MONEY*, PAL!

HI, GUYS! CAUGHT YA AGAIN, DID HE?

ALL WE WANTED WAS A STATEMENT ABOUT THAT BOOK OF *SPIDER-MAN PHOTOS* THAT JUST CAME OUT! GIVE US A BREAK, WILLYA?

YOU WANT A STATEMENT? TALK TO THE MAN WHO *TOOK* THE PICTURES!

HIS NAME'S *PETER PARKER*-- AND HE'S A LOT MORE *SOCIABLE* THAN I AM!

POINK

CH. 23

C'MON, WEB-SLINGER! THE MEDIA HAVE A RIGHT TO KNOW!

NYPD

YEAH? AND WHAT ABOUT *MY* RIGHT TO *PRIVACY*?

EXCUSE ME, FRIEND, BUT I BELIEVE YOU'RE BLOCKING--

MAKE THAT "WERE BLOCKING--"

--MY EXIT!

HAVE A NICE DAY, NOW.

PROMISE?

THWIP

SMART MOVE, EINSTEIN! LIKE YOU DON'T GET ENOUGH *BAD PRESS* AS IT IS! THE ONLY THING DUMBER THAN THAT TANTRUM IS YOUR BEING JEALOUS! ESPECIALLY SINCE THE PERSON YOU'RE JEALOUS OF--

--IS YOURSELF!

BUT I CAN'T HELP IT.

I'M PETER PARKER! AND THAT PHOTO BOOK, "WEBS," IS MADE UP OF PICTURES I TOOK OF MYSELF WHILE I WAS SPIDER-MAN!

I'M GETTING GOOD MONEY FOR PROMOTING THE BOOK AS PETER PARKER, AND I'M ALSO GETTING A KICK OUT OF THE FAME--WHICH I GUESS IS WHY I RESENT SHARING THE SPOTLIGHT... EVEN WITH MYSELF!

I HAD TO GO INTO ACTION AS SPIDEY IN CALIFORNIA,* BUT FROM NOW ON--

*SEE LAST ISSUE. --J.S.

--I'M GOING TO TRY TO KEEP MY ALTER EGO'S PARTICIPATION TO A MINIMUM!

AH! THERE IT IS!

MY WEBBED-UP BUNDLE OF CIVILIAN CLOTHES! I'D BETTER GET CHANGED.

IT'S STILL A HOOT TO GO INTO ACTION AS SPIDER-MAN--

--BUT WITH A WIFE LIKE MARY JANE TO GO HOME TO NOW, THERE ARE TIMES WHEN I'M REALLY GLAD TO GET OUT OF THIS COSTUME!

WHILE ELSEWHERE...

I'LL REALLY BE GLAD TO GET BACK INTO COSTUME!

HEY, WHADY KNOW? IT'S BUCK MITTY!

YEAH...DA BUG-MAN OF ALCATRAZ! HAW-HAW!

RADIO SHACK

ARMY PLUS

=HMPH= THE LOCAL BRAIN DEAD!

LET 'EM SCOFF!

FOR, THOUGH THE JUDGE COMMUTED MY SENTENCE TO "TIME SERVED," MY INCARCERATION KEPT ME TOO LONG FROM MY SCIENTIFIC RESEARCH. AND, MORE IMPORTANTLY--

--FROM MY REVENGE!

SOON, HOWEVER, THE WORLD SHALL ONCE MORE TREMBLE BEFORE THE AWESOME ENTEMOLOGICAL ON-SLAUGHT OF--

--HUMBUG!

WHILE AT THE BEDFORD TOWERS CONDOMINIUM RESIDENCE, ON MANHATTAN'S UPPER WEST SIDE...

KNOK KNOK

MARY JANE? IT'S PETER!

LOSE YOUR KEY, HON?

UH-UH. HANDS ARE FULL.

SEE?

SILLY. GUESS YOU HAD TO USE ALL YOUR *SPIDER-STRENGTH* TO HAUL THAT HEAVY LOAD UP HERE, HUH?

NO. NOT ALL OF IT.

I SAVED SOME FOR *LATER.*

MMMROWRR.

LOOKS LIKE THIS IS OUR DAY FOR VISITORS.

KNOK KNOK

MAYBE SOMEONE'S BRINGING ME ANOTHER *ROSE.*

WHY, MR. CAESAR!

PLEASE, CALL ME *JONATHON.*

I HEARD YOU'D RETURNED FROM *LOS ANGELES,* MY DEAR, AND I WANTED TO WELCOME YOU BACK--

--IN A *SUITABLE* MANNER.

RIDLEY? IF YOU PLEASE?

HERE YA GO, MA'AM.

WHY, JONATHON! *THANK YOU!*

I'M ALSO HAVING A LITTLE PARTY FRIDAY EVENING--YOU *WILL* COME, WON'T YOU?

WELL, WE'RE GOING TO *CLEVELAND* THURSDAY--

--BUT WE SHOULD BE BACK BY FRIDAY NIGHT, OKAY, PETER?

UM, I GUESS.

EXCELLENT! I'LL BE EXPECTING YOU.

BOTH OF YOU, OF COURSE.

BUT FOR THE MOMENT, I MUST TAKE MY LEAVE.

GEE, SHOULD I THROW UP NOW, OR WAIT TILL LATER?

:OOO:

GUESS YOU'RE GONNA PUT THOSE FLOWERS IN A VASE, HUH?

NOPE. THEY GO TO THE CLEANING LADY TOMORROW. *YOUR* FLOWER GOES IN THE VASE.

I BELIEVE IN ONLY KEEPING THE *IMPORTANT* THINGS.

HAVE I TOLD YOU I LOVE YOU?

NOT FOR *MINUTES...!*

NIGHT SETTLES OVER MANHATTAN, AS A SLEEK FIGURE BOUNDS NIMBLY FROM ROOF TO ROOF. HER NAME IS FELICIA HARDY, BETTER KNOWN AS THE BLACK CAT.

AND HERS IS A MISSION OF THE HEART!

I HOPE SPIDER-MAN APPRECIATES THIS! I MEAN, I KNOW WE BROKE UP AND ALL--THAT'S WHY I WENT TO EUROPE TO THINK THINGS OUT!

BUT NOW I'M BACK, AND I'VE DECIDED TO GIVE SPIDER-MAN ANOTHER CHANCE!

LUCKY GUY!

THERE'S HIS CHELSEA STREET DIGS NOW!

BATHROOM'S ALL STEAMY. LOOKS LIKE HE JUST FINISHED A SHOWER.

GOOD.

I LIKE MY MEN SQUEAKY-CLEAN!

SURPRISE, LOVER!

YEEP

HEY!

WHERE'S PETER PARKER?

B-B-BEATS ME, LADY! MY NAME'S HAL! I-I JUST MOVED IN A COUPLE O' WEEKS AGO!

OH.

NEVER MIND.

I KNEW I SHOULD'A STAYED IN BROOKLYN!

SPIDER-MAN MUST HAVE MOVED BECAUSE THAT APARTMENT HOLDS TOO MANY MEMORIES! HE COULDN'T STAND LIVING THERE WITHOUT ME! AND THAT MEANS HE STILL LOVES ME!

ALL THE MORE REASON TO FIND HIM!

AND SHE WILL.

SOME OTHER DAY.

BUT THIS IS THURSDAY.

IN CLEVELAND.

WHERE PETER PARKER HAS COME TO GIVE A SHORT SPEECH FOLLOWED BY AN AUTOGRAPH SESSION.

AND WHERE HE NOW WAITS FOR A LOQUACIOUS JOURNALISM PROFESSOR TO FINISH HIS INTRODUCTION...

MAYBE I SHOULD SWALLOW A NET.

THE BUTTERFLIES IN MY STOMACH ARE GETTING OUT OF HAND!

MR. PARKER? UH, COULD YOU SIGN MY COPY OF "WEBS," SIR?

I DON'T MEAN TO BE PUSHY, BUT I HAVE TO LEAVE EARLY AND I'D HATE MISSING YOUR AUTOGRAPH.

NO PROBLEM. HERE YOU GO.

THANK--

-- OOPS!

COMIC BOOKS?

GOSH, I HAD *THIS* ONE WHEN I WAS A KID. HAD A CRUSH ON THE GIRL IN THE MINI-SKIRT.

THEY'RE WHY I HAVE TO LEAVE. THERE'S A BIG COMICS EXPO AT THE CONVENTION CENTER--

-- AND I'M SELLING PART OF MY COLLECTION TO HELP PAY TUITION! THANKS FOR THE AUTOGRAPH!

MY PLEASURE.

AND NOW-- PETER PARKER!

THE LECTURE IS BRIEF, BUT WELL RECEIVED, AND AFTER-WARD...

THANKS.

YOU BET!

NEXT!

WHA--THIS IS THAT *COMIC* I WAS LOOKING AT!

IT'S A PRESENT.

BUT IT MUST HAVE COST A FORTUNE!

JUST WANTED TO SHOW YOU I WASN'T JEALOUS OF THE "OTHER WOMAN," TIGER! MMMMM.

WOW! WHEN I GROW UP, I WANT TO BE A *WRITER!*

INTERLUDE: CHICAGO.

THE HIGH-RISE OFFICE OF ONE WILLIAM DUKANE...

MR. DUKANE WASN'T EXPECTING YOU TODAY, MR. CARSON.

I'LL JUST LET HIM KNOW YOU'RE HERE.

DON'T BOTHER. I'LL TELL HIM.

ROLAND CARSON? I THOUGHT YOU WERE IN *MACAO*! WHAT CAN I DO FOR YOU?

I'M AFRAID I HAVE TO TAKE YOUR PLACE, BILLY.

NOTHING PERSONAL.

SEE HERE, OLD BOY. *HOSTILE TAKE-OVERS* ARE NOTHING TO JOKE ABOUT!

I'M NOT JOKING. AND THIS TAKEOVER WON'T BE *HOSTILE*.

YOU'RE GOING TO *GIVE* ME YOUR COMPANY!

I DON'T KNOW WHAT YOU'RE UP TO, CARSON, BUT I'M CALLING *SECURITY* RIGHT THIS--

--EH?! HOW *DARE* YO--

--YOU...

...Y-YOU'RE...

...ME!

MM-HM.

FFFT

WHAM

INTERLUDE OVER.

T.G.I.F.! AT EMPIRE STATE UNIVERSITY, STUDENTS HURRY THROUGH CLASSES, PREPARING FOR A WEEKEND OF PARTIES AND PASTIMES. WHILE IN AN ALLEY BETWEEN BUILDINGS--

--BUCK MITTY PREPARES FOR JUSTICE!

IMAGINE: I USED TO BE *SENIOR ENTOMOLOGY PROFESSOR* AT THIS DUMP!

BUT THAT WAS BEFORE THEY CUT THE FUNDS I NEEDED TO STUDY MAN'S BEST FRIENDS-- THE *INSECTS!* I SWORE THEY'D REGRET IT! AND NOW--

--THEY *WILL!*

I ORIGINALLY BECAME *HUMBUG* TO GAIN ALTERNATE FINANCING FOR MY RESEARCH, * BUT E.S.U. SHOULD BE MY *REAL* TARGET.

HB

AND SINCE SOME *RARE PAINT-INGS* ARE ON LOAN TO THE ART DEPART-MENT--

--I'LL JUST STEAL THEM, SELL THEM--

--AND THE UNIVER-SITY WILL FUND MY RESEARCH *ANYWAY!*

THAT SHOULD BE THE LOCKED DOOR TO THE ART STORAGE ROOM.

MY CHANNELING HELMET AND CASSETTE BANDOLIERS ARE SET! THOSE DEADBOLTS WON'T STAND A CHANCE AGAINST THE AMPLIFIED SHRIEK OF--

*IN WEB OF SPIDER-MAN #19.-- J.S.

--THE MEADOW SPITTLEBUG!

WHEEEEEEEN

EEEEEK!

EWAN!

PERVERT!

TH-THE GIRLS' LOCKER ROOM???

FRATERNITY CREEP!

I-I WAS NEVER VERY FAMILIAR WITH THE CAMPUS, O-OTHER THAN THE SCIENCE AND PHYSICS BUILDINGS!

MAYBE I SHOULD STICK TO THEM! T-TRY AGAIN TONIGHT! YEAH...

...THAT'S THE TICKET!

AND, AS NIGHT DOES ARRIVE IN THE BIG APPLE...

CAN'T YOU STAY A LITTLE LONGER, *AUNT MAY?*

THANK YOU, DEAR, BUT NO. YOU YOUNG PEOPLE HAVE A PARTY TO GO TO. I JUST WANTED TO STOP BY--

--TO TELL PETER HOW *PROUD* I AM OF HIM.

HE'S LIVING IN SUCH A WONDERFUL HOME, HAS HIS OWN DARKROOM, HAS EVEN HAD A BOOK OF HIS PHOTOGRAPHS PUBLISHED!

I'M NOT THRILLED WITH THE *SUBJECT MATTER*, OF COURSE, BUT--

NAGE

-- MOST OF ALL, I'M HAPPY YOU'RE GOING BACK TO SCHOOL, PETER.

HAVE YOU HAD ANY WORD ON THAT *ASSISTANTSHIP GRANT* YET?

I--

--OH, MY GOSH! I-I *FORGOT*! I HAVEN'T TURNED THE APPLICATION IN, AND THE DEADLINE IS NINE O'CLOCK *TONIGHT*!

THEN YOU'D BETTER TAKE CARE OF IT AFTER YOU SEE MAY TO THE BUS, PETER.

I'LL GO AHEAD TO JONATHON'S AND MAKE EXCUSES.

HMMM. MAYBE I SHOULD GET TO THE UNIVERSITY AS *SPIDER-MAN*. IT'S A LOT FASTER THAT WAY. I MEAN, I TRUST MARY JANE--

--BUT THAT *CAESAR* GUY....!

HOWEVER, WHILE MAY PARKER IS BEING LEFT IN THE TRUST OF THE METROPOLITAN TRANSIT AUTHORITY, ANOTHER TRAVELER HAS COME HERE--

E.S.U.

--TO AN ALLEY BEHIND THE E.S.U. PHYSICS BUILDING...

THEY'RE CURRENTLY PERFORMING ELECTRON EXCITATION EXPERIMENTS IN THE SONICS LAB!

AND THAT MEANS THERE'LL BE A FORTUNE IN SUPER-CONDUCTIVE CERAMICS IN THE LAB SAFE!

TIK

TOK

A FORTUNE THAT WILL BE MINE ONCE THE ALARM SYSTEM--

-- FALLS BEFORE THE DELICATE TRILL--

WHIZZZWZZZ

-- OF THE SAW-TOOTHED GRAIN BEETLE!

HA! WITH INSECTS AS MY ALLIES--

-- NOTHING CAN STOP ME!

MATTER OF FACT, NOTHING DOES!

UNTIL, IN A TOP FLOOR LAB...

THERE'S THE SAFE! NOW, WITH THE PROPER APPLICATION OF--

WHAM

PKASH PRISH

OOPS! G-GUESS I UNDER-ESTIMATED THE MIGHT OF THE *BUFFALO TREE-HOPPER!*

WHAT TH--?

WELL, WELL! LOOK WHO ESCAPED FROM THE *NO-PEST STRIP!*

YOU?!! TH-THIS ISN'T FAIR!

LEAVE ME ALONE!

FZZZ

I MIGHT SAY THE SAME THING FOR *YOU* FELLA!

BUT NOT WHEN I CAN USE THIS *PARABOLIC DISH* TO SAY IT FOR ME!

"OH, NO! THE SHOCKWAVE FROM HIS OWN SOUND BLAST KNOCKED HUMBUG BACK THROUGH THE WINDOW! HE'S A PAIN, BUT HE DOESN'T DESERVE TO END UP A *SPLATTER!*"

THWIP

TAKE IT EASY! I'LL LOWER YOU TO THE GROUND!

LOOK! HERE COMES THE CAVALRY!

AHA! MY MEANS OF ESCAPE! AS SOON AS THOSE GUARDS LEAVE THEIR CARS--

--

FOOMP

--THE ROAR OF THE *BLOODSUCKING CONE-NOSE* WILL IGNITE THEIR GAS TANK, PROVIDING A PERFECT DISTRACTION!

NUTS! GOTTA LEAVE HUMBUG! DOUSE THAT FIRE IN THE PLAZA FOUNTAIN BEFORE SOMEONE GETS *HURT!*

THWIP

SSSS

NOW TO FIND--

HEY, SPIDEY! THE "*RED BARON*" JUST DUCKED INTO THE SCIENCE BUILDING!

THANKS!

WHY, I MUST HAVE BEEN GUIDED BY INSTINCT! THIS IS MY OLD *ENTOMOLOGY LAB!* I-I KNOW I SHOULD KEEP RUNNING, BUT...

HELLO, PLATO! HI, ARI! YOU GUYS MISS ME?

WHAT ARE *YOU* DOING HERE?

TAP TAP

I HAVE TO FINISH SOME LAB WORK FOR MY *THESIS*, BUSTER!

AND I DON'T NEED SOME UNDERGROUND *PRANKSTER* INTERRUPTING--

LADY! GET OUT OF THE WAY!

YIPE!

ANOTHER ONE--?

G-GET BACK! OR THE WAIL OF THE *PLASTER BAG-WORM* WILL TAKE HER HEAD OFF!

HB

MY WORK *MUST* GO ON! DON'T YOU UNDERSTAND?

INSECTS ARE OUR *FRIENDS!*

B

THIS GUY'S *NUTS!* BUT MAYBE THAT'S THE KEY TO DEALING WITH HIM!

LET THE GIRL GO, HUMBUG!

OR THESE *ROACHES* DIE SCREAMING!

WHA--NO! W-WAIT! I-I'M TAKING OFF MY SONIC GLOVE! SEE?

I GIVE UP!

YOU... YOU REALLY WOULD HAVE DONE IT, WOULDN'T YOU? Y-YOU SADISTIC, UNCARING *FIEND!*

Y'KNOW, IF I EVER WRITE MY AUTOBIOGRAPHY--

--I THINK I'LL LEAVE *THIS* CHAPTER OUT!

IT'S A RELIEF TO TURN HUMBUG OVER TO THE AUTHORITIES, TO TURN IN HIS GRANT APPLICATION.. AND TO RETURN TO THE BEDFORD TOWERS...

... WHERE THE PARTY AT JONATHON CAESAR'S CONDO IS ALREADY IN FULL SWING.

THANKS, RIDLEY. SAY, DO YOU KNOW WHERE I COULD FIND-- NEVER MIND.

"I SEE HER!"

LET'S TRY ANOTHER LANGUAGE: *NEIN? NYET? OH-NAY?*

RESISTANCE. THAT'S CUTE.

I BELIEVE YOU'RE BOTHERING MY WIFE.

BEAT IT. I'VE GOT A BLACK BELT.

YOU'VE ALSO GOT THE MANNERS OF A SWINE--AND YOU'RE STILL BOTHERING MY WIFE.

HEE-YAH!

NICE MOVE.

"ENTER THE DRAGON"?

SMAK

URNK OONK YIP

YOU OKAY?

NEVER BETTER.

AUSTIN, RICHARD, PLEASE SHOW THE HOPPING GENTLEMAN OUT.

YES, SIR.

I APOLOGIZE FOR THAT UNFORTUNATE INCIDENT, MARY JANE.

NO PROBLEM, JON. PETER TOOK CARE OF THINGS.

I NOTICED.

BUT MAYBE WE HAD BETTER CALL IT AN EARLY NIGHT. WE JUST GOT BACK FROM CLEVELAND THIS MORNING, AND PETER HAS ANOTHER SIGNING IN CHICAGO ON MONDAY.

MY, THE BUILDING WILL CERTAINLY SEEM *EMPTY* WITHOUT YOU BOTH.

JUST PETER THIS TIME. I HAVE A *MODELING* GIG MONDAY. G'NIGHT!

BE WELL, DEAR LADY.

AND BY MONDAY NIGHT... YOU'LL BE *MINE!*

INTERLUDE: CHICAGO--A REPRISE.

I DON'T UNDER-STAND, SARAH. MR. DUKANE HAS BEEN ACTING SO *STRANGE* LATELY.

CANCELING HIS APPOINTMENTS, HAVING THESE AFTER-HOURS MEETINGS, AND SOME OF THE MEN HE'S BEEN *SEEING!*

WHY, THE *SUN-TIMES* SAYS THEY COULD BE LINKED TO *ORGANIZED CRIME!* IT'S ALMOST LIKE MR. DUKANE--

"--JUST ISN'T *HIMSELF* THESE DAYS!"

A QUARTER OF A MILLION? ON JUST YOUR *WORD?*

MR. LARSON, MONEY MEANS *NOTHING* TO ME.

PROVIDE THE SERVICES I REQUIRE, AND YOU'LL BE PAID WELL. AS FOR MY RELIABILITY, ONLY A FOOL--OR PERHAPS SOMEONE WITH A VERY SINCERE *DEATH WISH*--WOULD DARE QUESTION THE WORD OF--

THE *CHAMELEON!*

NEXT: GUESS WHO SPIDEY MEETS IN CHICAGO? BE HERE IN TWO WEEKS FOR...."THE THIEF WHO STOLE *HIMSELF!*"

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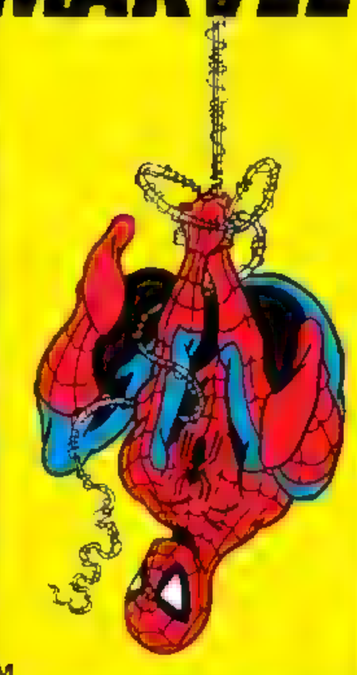

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TOM DeFALCO — EDITOR IN CHIEF

"THE THIEF WHO STOLE HIMSELF!"

LIKE NEWLYWEDS EVERYWHERE, PETER PARKER AND HIS BRIDE, MARY JANE, ENJOY DOING THINGS TOGETHER-- EVEN CHORES AS NORMALLY DULL AS THE WEEKLY GROCERY SHOPPING.

BUT FOR PETER-- THE AMAZING SPIDER-MAN-- EVEN A TRIP TO THE SUPER-MARKET CAN TURN INTO AN ADVENTURE!

HEY, WAIT UP! HOLD IT!

STOP!

SALE

STAY-PUFF

TOMATOES 49¢/lb.

GRAPES 89¢/LB.

ORANGES 3 lbs. 99

FITZGERALD

GRAPE

YOU'RE *HER*, AIN'T YA? YOU'RE ON THE COVER O' "*SHAPE*"! I RECOGNIZED YA WHEN YA PASSED THE MAGAZINE RACK!

COULDJA GIMME YER AUTOGRAPH, HONEY? OTHERWISE, THE KIDS'LL NEVER BELIEVE I MET A HONEST-TA-GOSH *MODEL* IN THE VEGIE AISLE AT *GRISTEDE'S*!

SAY, *YOU* LOOK KINDA FAMILIAR, TOO.

OH, REALLY?

MY PLEASURE.

WELL, PERHAPS YOU CAUGHT ME ON THE *TONIGHT SHOW* LAST WEEK. OR MAYBE SAW MY PICTURE ON THE BACK COVER OF "*WEBS*," THE BOOK OF SPIDER-MAN PHOTOS I TOOK. I'M ⇒AHEM⇐ --

--PETER PARKER!

NO, YA AIN'T! YOU'RE *IRVING SPRINKLE*! WE WENT TA P.S. 62 TOGETHER!

B-BUT, I *AM* PETER PARKER!

CHANGED YER *NAME*, DIDJA? TOO *GOOD* FER YER OLD FRIENDS?

YA ALWAYS WERE UPPITY!

EVEN IN THE *THIRD GRADE*! ⇒HMPH!⇐

AH, FAME. ⇒sigh⇐

C'MON, "IRVING." WE'D BETTER GET THESE GROCERIES HOME.

HOME.

THE BEDFORD TOWERS CONDO-MINIUM RESIDENCE ON MANHATTAN'S UPPER WEST SIDE.

WHERE...

BETTER PUT THE SODAS IN THE FRIDGE, PETE. WE WANT THEM TO GET COLD BY--

BIM-BONG

AHA! MARTY GOT THE DOORBELL FIXED! I'LL GET IT.

HI, JONATHON!

JONATHON CAESAR? AGAIN?! SHEESH! BEING NEIGHBORLY IS ONE THING--

--BUT THAT GUY'S OVER HERE MORE THAN I AM!

WHAT'S UP?

I JUST WONDERED IF I COULD DO ANY-THING FOR YOU WHILE PETER WAS IN CHICAGO AT THAT *BOOK SIGNING.*

HE DOESN'T LEAVE TILL TONIGHT-- REDEYE EXPRESS-- BUT I'LL LET YOU KNOW.

ANYTHING, MY DEAR. ANYTHING AT AL--

--EH?!

DARN! SPOTTED ME!

ER, TELL ME, MARY JANE, HOW... *TALL* IS PETER, ANYWAY?

FIVE-FOOT-TEN. WHY?

OH, NOTHING. GOOD DAY.

YOU WERE *LISTENING*, WEREN'T YOU? YOU'RE *JEALOUS!*

DON'T BE SILLY, THERE ISN'T A JEALOUS BONE IN MY BODY!

QUISH!

UH, MAYBE A *LITTLE* ONE IN MY RIGHT HAND?

≥HEH≤

"REALLY, TIGER, YOU SHOULD KNOW BY NOW THAT YOU'RE *TOPS* IN MY BOOK.

"I MEAN, I DON'T GO AROUND *MARRYING* EVERY TOM, DICK, AND CORBEN, Y'KNOW!

TAK

"SO FORGET ABOUT JONNY CAESAR. I PROMISE...

WHRRRRR

VOGUE

TEEN

"...HE'S NOTHING TO WORRY ABOUT!"

CHICAGO: THAT TODDLIN' TOWN, THE WINDY CITY.

THE MIGHTIEST METROPOLIS IN THE MIDWEST, AND AN AWESOME SIGHT--

--FROM ANY ANGLE!

WOW!

THOSE WERE MY SENTIMENTS WHEN I FIRST CAME TO THE SEARS TOWER, TOO, PETER. IT'S THE WORLD'S TALLEST BUILDING, AND THIS SKY-DECK IS 103 STORIES UP!

SOME VIEW!

I'M GLAD YOUR PUBLICITY FIRM WAS ABLE TO FIND TIME IN MY SCHEDUCE FOR A LITTLE SIGHT-SEEING, GINNY.

OUR PLEASURE.

WE DO HAVE SOMETHING TO CELEBRATE. AFTER ALL--

"-- GETTING YOUR BOOK INTO THE DISPLAY WINDOW AT KROCH'S & BRENTANO'S WAS QUITE A COUP!"

READY FOR THE FOLLOW-UP BOOK-SIGNING?

LEAD ON, MS. EDWARDS! I'M ALWAYS READY TO MEET MY ADORING PUBLIC!

I'D LIKE YOU TO SIGN IT, "TO MY DARLING GLORIA -- LOVE AND KISSES, PETEY."

JUST FOR A LARK, OKAY? PRETTY PLEASE?

UHHH, RIGHT.

KER

THERE YOU GO.

NEXT?

Krock's

WEBS

STORE APPEARANCE

I'M YOUR NUMBER ONE FAN, MR. PARK-HURST!

I READ ALL YOUR BOOKS!

COULD YOU SIGN WITH MY SPECIAL PEN? I GET ALL MY AUTOGRAPHS IN GOLD INK!

SPIDER-MAN IN ACTION

I'LL BE GLAD TO--

OOP!

Y-YOU PRESSED TOO HARD! YOU RUINED IT! I SACKED FRIES FOR A MONTH TO BUY THAT STUPID BOOK, AN' NOW YOU'VE --

PLEASE, SIR, ACCEPT THIS REPLACEMENT COPY COURTESY OF WILTONBOOK PUBLISHERS.

OH. OKAY! GOOD THING I CARRY A SPARE GOLD PEN, HUH?

GLIPSH

"MY ADORING PUBLIC..."

ELSEWHERE.

THE HIGH-RISE OFFICE OF BUSINESSMAN WILLIAM DUKANE.

I'LL BE LEAVING NOW, MS. KELLER.

YES, SIR.

I DON'T GET IT. MR. DUKANE'S BEEN CANCELING APPOINTMENTS, TAKING OFF EARLY, SEEING PEOPLE LINKED TO ORGANIZED CRIME!

IT'S ALMOST LIKE HE'S TURNED INTO SOMEONE ELSE!

OUTSIDE...

YES, SIR. THE TAPES YOU WANTED ARE RIGHT NEXT TO THE WET BAR.

EXCELLENT, ALBERT. GOOD JOB!

UNHOLY THREE

Phantom of the Opera

HUNCHBACK OF NOTRE DA

MUST BE SOME KINDA MID-LIFE THING. THE BOSS USETA HAVE ME RENT THAT RACY STUFF.

NOW, ALL HE WANTS ARE OLD LON CHANEY FLICKS!

HOWEVER, ONCE HOME IN HIS STATE STREET PENTHOUSE, WILLIAM DUKANE'S MIDDLE-AGED GAIT BECOMES SPRIER, HIS BOWED BACK STRAIGHTENS.

AND HE SMILES AS HE CROSSES TO A GUEST ROOM --

-- AND GREETS A VERY SPECIAL "GUEST"!

COMFORTABLE, MR. DUKANE? IS THE GLUCOSE DRIP FEEDING PROPERLY?

MMGRLF!!

GOOD. I'M AFRAID I STILL REQUIRE THE RESPECTABILITY AND CONTACTS YOUR IDENTITY PROVIDES--

-- BUT I PROMISE I'LL GIVE IT BACK WHEN I'M THROUGH!

HOWEVER, SINCE THERE'S NOTHING MORE I CAN DO UNTIL TOMORROW--

SHLIK

--I MIGHT AS WELL RELAX.

AND RELAX IN A MANNER THAT ONLY--

BIP

-- THE CHAMELEON CAN!

UNIVERSAL STUDIO PRESENTS:

IT IS ODD, THOUGH, THAT I SHOULD NEED TO RELAX, AND THAT I WOULD STILL HAVE SO FAR TO GO BEFORE REACHING MY ULTIMATE GOAL. ESPECIALLY WHEN YOU CONSIDER HOW FAR I'VE ALREADY COME...!

BUT THEN, I *WAS* SO YOUNG WHEN I BEGAN, SO *IMPULSIVE*, AND THOUGH MY FIRST EFFORTS *WERE* SOUND ENOUGH -- USING DISGUISES TO OBTAIN SECRET PLANS AND GOVERNMENT DOCUMENTS -- I SOON LOST DIRECTION, TURNED TO OUTRIGHT *CRIMINAL* PURSUITS, STEALING PAINTINGS AND SUCH TO SUPPORT AN ELEVATED LIFESTYLE!

*IN AMAZING SPIDER-MAN #1, -- J.S.

*IN AMAZING SPIDER-MAN #80, -- J.S.

I EVEN LET MY HATRED OF *SPIDER-MAN* BLIND ME, PUT ME IN UNNECESSARY DANGER, OUT OF SOME SILLY MACHO URGE FOR *REVENGE!**

BIP

*IN AMAZING SPIDER-MAN #186. -- J.S.

UNHOLY THREE #10

HUNCHBACK OF NOTRE DAME #5

IT WAS ONLY MONTHS AGO THAT I REGAINED FOCUS, THAT I DECIDED TO DEDICATE MY LIFE TO MY *ORIGINAL* DREAM.

AND TO MAKE THE ULTIMATE *COMMITMENT* TO THAT DREAM!

"I USED WHAT WEALTH I'D ACCUMULATED TO FINANCE THE DEVELOPMENT OF A UNIQUE *SERUM*, ONE THAT ALTERED MY VERY FLESH, MAKING IT FEATURELESS, BUT COMPLETELY *MALLEABLE!*

"THE APPLICATION OF CONTROLLED ELECTRICAL STIMULI COULD THEN *MOLD* THAT FLESH INTO THE PERFECT LIKENESS OF ANYONE I WISHED TO IMPERSONATE! TRUE, I NO LONGER HAD *MY* FACE -- BUT I COULD STEAL ANY *OTHER* FACE I CHOSE! INSTANTLY!"

AND WITH THE ADDITION OF A SPECIAL COSTUME, MADE OF *MEMORY MATERIAL* THAT ALSO RESPONDED TO ELECTRICAL IMPULSES TO ALTER APPEARANCE, I WAS ALMOST READY!

BP

"THE FINAL TOUCH WAS A COMPUTERIZED *BELT CONTROL* SYSTEM, INCLUDING A MINI-GENERATOR PROGRAMMED WITH HUNDREDS OF FACIAL PATTERNS, AND A VIDEO SCANNER THAT ALLOWS ME TO *ADD* ANY FACE I SEE TO MY REPERTOIRE!"

I NOW HAVE THE POWER, THE PURPOSE, AND THE MOBILITY TO BRING ABOUT A LONG-DELAYED DESTINY--

"--THE UTTER DESTRUCTION-- POLITICALLY, ECONOMICALLY, AND STRATEGICALLY-- OF THE *UNITED STATES OF AMERICA!* I SWORE THEY'D SUFFER FOR WHAT THEY DID TO ME SO MANY YEARS AGO! AND THAT PAYMENT BEGINS *TOMORROW!*"

LIKE A 5 a.m. WRONG NUMBER ON YOUR FIRST DAY OFF IN WEEKS, TOMORROW INEVITABLY HAPPENS.

WHILE AT A MIDTOWN CONVENTION CENTER, PETER PARKER AND GINNY EDWARDS ARRIVE AT A SUMMER EXPO DESIGNED TO SHOWCASE CHICAGO'S CONTRIBUTIONS TO SCIENCE AND TECHNOLOGY.

EXCITED, PETER? NOT EVERYONE GETS NAMED AN HONORARY *CITIZEN OF CHICAGO* BY THE *MAYOR* HIMSELF! WE'RE LUCKY THEY WANTED TO TIE THE EXPO IN WITH OUR PUBLICITY CAMPAIGN!

I'M *MORE* EXCITED ABOUT THE EXPO'S GUEST SPEAKER: *DR. EDMUND DEBEVIC* IS THIS COUNTRY'S LEADING EXPERT ON SUPER-CONDUCTIVITY! THE GOVERNMENT *USUALLY* KEEPS HIM UNDER LOCK AND KEY!

AND APPARENTLY FOR GOOD REASON!

DR. DEBEVIC IS ABOUT TO BEGIN HIS LECTURE.

WHICH MEANS IT'S TIME FOR ME--

POLICE FILE C.P.D.

--TO GO TO WORK!

BIP

NOW, IF THOSE LOCALS I HIRED ARE AS RELIABLE AS I WAS TOLD THEY'D BE...

OKAY, BOYS, WE WERE PAID A SMALL FORTUNE TO PROVIDE A DISTRACTION. SO--

--LET'S START DISTRACTING!

KBLAM KBLAM

EVERYONE! HANDS UP! THIS IS A ROBBERY!

CALL FOR A BACK-UP! AND FORM A CORDON AROUND DR. DEBEVIC! DON'T LEAVE YOUR POSTS UNLESS--

NO! YOU MEN HANDLE THOSE TERRORISTS! SHOOT TO KILL! I'LL PROTECT DEBEVIC!

CAPTAIN TURNER?! BUT I THOUGHT YOU WERE COORDINATING THINGS BACK AT HEADQUARTERS!

I WAS!

BUT I DECIDED I COULD BE MORE EFFECTIVE HERE...!

RUN!

OUTTA MY WAY!

H-HELP!

GINNY! GET TO SAFETY!

I-I'M TRYING, PETER! BUT WHAT ABOUT--

--YOU?

IN A DESERTED STOREROOM...

GUNS.

IF IT WASN'T FOR THE GUNS--

--I COULD PROBABLY RELAX, LET *POLICE* HANDLE THIS.

AH, SPIDEY SPIDEY SPIDEY...

...I CAN'T TAKE YOU *ANYWHERE!*

WHAT THE--?!

HOLY--!

BOINK

ONE DOWN!

AND NO CIVILIANS HURT!

"YET!"

KBLAM

BLAM

THWIP

THWIP

THIS BEING A *SCIENCE* EXPO, I SHOULD PROBABLY TALK IN TERMS OF MY WEBBING'S "TENSILE STRENGTH." BUT CONSIDERING YOUR LIKELY I.Q., LET'S JUST SAY THAT IF YOU PULL THAT TRIGGER AGAIN--

-- THE BACKFIRE WILL PROBABLY TAKE YOUR *HAND* OFF! COMPRENDE?

N-N-NO PROBLEM!

WHAT'S *SPIDER-MAN* DOIN' IN *CHICAGO*?! HE NAILED DEAN AN' JERRY IN ABOUT THIRTY SECONDS! I GOTTA BEAT IT BEFORE HE GRABS M--

--EEEEEEEEP!

POW...!

WHERE'S DEBEVIC?

CAP'N TURNER TOOK 'IM TOWARDS THE MAINTENANCE AREA!

THAT'S IMPOSSIBLE! I JUST TALKED TO TURNER ON THE RADIO-- HE'S STILL *DOWNTOWN!*

HMM. METHINKS I DETECT "EAU DU *RAT!*"

HANDCUFFS ?! B-BUT, OFFICER--!

REALLY, DEBEVIC, A GENIUS LIKE YOU SHOULD HAVE REALIZED I'M NO *POLICEMAN!* WHAT I AM IS--

-- *YOU!* AND WITH YOUR IDENTITY, I CAN GET INTO YOUR LABS, STEAL YOUR FORMULAS, THEN DISTRIBUTE THEM TO VARIOUS FOREIGN POWERS!

BIP

AMERICA'S EDGE IN THE SUPERCONDUCTIVITY RACE WILL BE SHATTERED!

Y-YOU'LL NEVER GET AWAY WITH IT! THE AUTHORITIES WILL *FIND* ME!

PERHAPS, BUT WILL THEY BE ABLE TO IDENTIFY--

--THE *PIECES?*

PLUK

FREEZE! HOLD IT.. RIGHT... THERE?

M-MUST'VE HIT THAT *DOOR* TOO HARD! I'M SEEING--

--DOUBLE!

SO, SPIDER-MAN, WE MEET AGAIN! THOUGH I SUPPOSE IT *IS* FITTING THAT YOU SHOULD BE PART OF MY TRIUMPH!

TWO DEBEVICS? "MEET *AGAIN*"? AW, NO.

CHAMELEON?

WATCH OUT, YOUNG MAN! H-HE'S GOT A--

BOMB.

BOMB?

BOMB!

NUTS! CAN'T GO AFTER CHAMELEON NOW! GOT TO TAG HIM WITH A *SPIDER-TRACER!* THEN DUMP A WHOLE CARTRIDGE OF WEB-FLUID ON THAT BOMB TO TRY AND MUFFLE ITS--

"--BLAST!"

HEY! WHAT'S GOIN' *ON* HERE?!

DOC, *YOU* TELL 'IM!

I DON'T UNDERSTAND! NO MATTER WHERE I RUN, WHAT IDENTITY I ASSUME--

--HE KEEPS FOLLOWING ME! I LOSE HIM FOR A MOMENT--

---BUT HE FINDS ME THE NEXT!

HOW?!

HE'S SLOWING DOWN! NOW'S MY CHANCE TO-- AH, NO!

THAT COP THINKS I'M AFTER AN *INNOCENT* CITIZEN!-

STAY BACK!

THANKS FOR YOUR HELP, OFFICER!

BUT I'D *RATHER* HAVE--

CHUD

--YOUR *GUN!*

YOU! ALL OF YOU! INTO THE BUILDING WITH ME!

NOW!

D-DO WHAT HE SAYS, LUCY!

FROM THE WAY HE TOSSED THAT BOMB AT DR. DEBEVIC, THE CHAMELEON WOULDN'T HESITATE TO *KILL* THOSE HOSTAGES!

RAMBO
3:15 — 7:05 — 9:10

I'VE GOT TO HOLD OFF! TO *THINK!*

WHILE INSIDE THE VENERABLE BIOGRAPH THEATER...

STILL DON'T KNOW HOW THAT WALL-CRAWLER KEEPS *FOLLOWING* ME! COULD SOMETHING BE WRONG WITH MY DISGUISE? MY FACE? MY--

--CLOTHING?

WELL, WELL, WELL...!

THAT'S ALL I KNOW, SERGEANT! MY ADVICE WOULD BE--

DON'T SHOOT! H-HE'S LETTING US GO!

LET THE AREA CLEAR! THEN *MOVE IN!*

HOWEVER, ONCE INSIDE...

NOTHING -- EXCEPT *THIS.* HE MUST'VE FOUND IT, REALIZED ITS PURPOSE, THEN CHANGED APPEARANCE AGAIN AND ESCAPED WITH HIS *OWN HOSTAGES!*

I FOILED THE CHAMELEON'S PLAN, BUT IT LOOKS LIKE I'LL HAVE TO *CAPTURE* HIM SOME OTHER TIME!

WHAT'S DOIN' OVER AT THE OL' BIOGRAPH? ALL THOSE COPS, YOU'D THINK *DILLINGER* WAS BACK IN--

CHICAGO TRANSIT SYSTEM

--HUH? M-MY BUS!

MY BUS!

CTS

CHICAGO TRANSIT SYSTEM

FORTUNATELY, I'VE ADDED *PATIENCE* TO THE FOCUS IN MY NEW PHILOSOPHY. TO WIT: IF AT FIRST YOU DON'T SUCCEED--

BIP

--FIND THE NEAREST *AIRPORT!*

AND LATER, AT THE CONVENTION CENTER...

WHERE THE BLOODY BLAZES HAVE YOU *BEEN?*

I WAS WORRIED SICK!

SORRY, GINNY. JUST THOUGHT I'D TAKE A FEW SNAPS, GET STARTED ON *WEBS II*, Y'KNOW?

I ADMIRE YOUR DILIGENCE, PETER, BUT I SURE WISH YOU COULD GET SPIDER-MAN TO ANNOUNCE *HIS* APPEARANCES! WE COULD'VE GOTTEN A LOT OF MILEAGE OUT OF THIS!

UH, RIGHT. I'LL SEE WHAT I CAN DO.

SIGH I WONDER IF *MARY JANE* HAS DAYS LIKE THIS...?

SOMETIMES.

OKAY, M.J.! THAT'S A WRAP!

WHEW! LONG DAY, HUH, SANDY?

MM-HM. BUT I'LL BET BLOOMIES SELLS A LOT OF SWIM SUITS!

NEVERTHELESS, BACK AT THE BEDFORD...

I'M GONNA SLEEP FOR A MONTH!

WELL, MAYBE I'LL GET UP FOR A WHILE WHEN PETER--

--THAT SMELL. CIGARETTES?

BUT PETER AND I DON'T SMOKE! SOMEONE ELSE HAS--!

M-MAYBE I'D BETTER CALL THE--

WE'LL TURN THE LIGHTS ON FOR YOU, MA'AM.

WOULDN'T WANT YOU BUMPING INTO ANYTHING IN THE DARK.

WH-WHO ARE YOU?

THEY'RE... "FRIENDS" OF MINE, MARY JANE.

JONATHON?! H-HOW DID YOU GET *IN*?

AS *OWNER* OF THIS BUILDING, MY DEAR, OBTAINING A PASSKEY WASN'T DIFFICULT.

BUT WHAT DO YOU *WANT*?

WANT? WHY, WHAT I'VE WANTED FOR MANY YEARS. WHAT I'VE PLANNED SO METICULOUSLY TO OBTAIN.

IN ESSENCE, DEAR LADY, WHAT I WANT IS PRECISELY WHAT I NOW *HAVE*.

YOU.

THE BEDFORD TOWERS IS AN OLD BUILDING, ITS THICK, THOUGHTFUL WALLS MUFFLE NOISE, PREVENT DISTURBING SOUNDS

DISTURBING SOUNDS LIKE LOUD MUSIC.

OR BARKING DOGS.

OR SCREAMS...

NEXT

WHAT DOES SPIDER-MAN DISCOVER IN A BROOKLYN GRAVE? FIND OUT IN TWO WEEKS!

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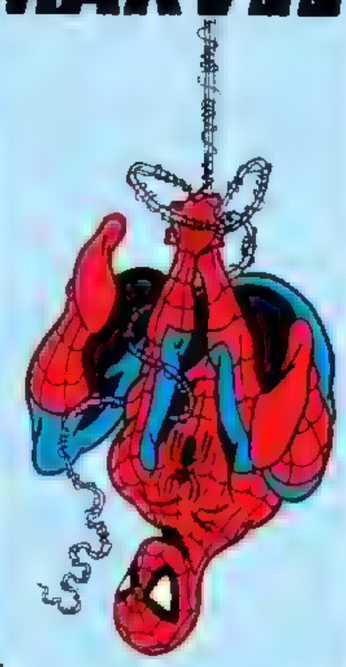

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NOW ON SALE TWICE A MONTH!

the AMAZING SPIDER-MAN®

WHO KIDNAPED *Mary Jane?*

McFARLANE

308

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DREAD

MR. PARKER? I'D LIKE TO HEAR YOUR STATEMENT AGAIN, PLEASE. IT'S NOT MUCH, BUT I'M AFRAID IT'S THE ONLY LEAD WE HAVE--

--IN TRYING TO FIND YOUR *MISSING WIFE!*

DAVID MICHELINIE
WRITER

TODD McFARLANE
ARTIST

RICK PARKER
LETTERING

BOB SHAREN
COLOR

JIM SALICRUP
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

LOOK, SERGEANT TORK, I'VE TOLD YOU *THREE TIMES*, ALREADY! I GOT BACK FROM A BUSINESS TRIP TO CHICAGO THIS AFTERNOON! *MARY JANE* DIDN'T MEET ME AT THE AIRPORT, AND WHEN I GOT HOME I FOUND SIGNS OF A STRUGGLE!

SO WHAT ARE YOU AND THE N.Y.P.D. GOING TO *DO* ABOUT IT?

EVERYTHING WE CAN, MR. PARKER. THE LAB BOYS ARE ALL SET TO ANALYZE WHAT THEY'VE FOUND, AND WHILE I CAN UNDERSTAND YOUR PAIN--

-- I DON'T THINK TEARING YOURSELF APART WILL HELP ANYTHING. JUST TRY TO RELAX. STAY BY THE PHONE.

WE'LL BE IN TOUCH.

YEAH.

THANKS.

ALWAYS FIGURED I COULD DEAL WITH REALITY. BUT HOW DO YOU COPE WITH A *NIGHTMARE* COMING TRUE?

MY GREATEST FEAR ABOUT GETTING *MARRIED* WAS ALWAYS THAT SOMEONE WOULD TRY TO GET AT ME THROUGH *MARY JANE*. BUT I THOUGHT MY HAVING A *SECRET IDENTITY* COULD PROTECT HER!

GUESS I WAS WRONG.

WHY *ELSE* WOULD ANYONE KIDNAP MJ? MAYBE THEY MADE THE CONNECTION WITH "*WEBS*," THE BOOK OF MY SPIDER-MAN PHOTOGRAPHS I'VE BEEN PROMOTING.

OR MAYBE SOMEONE JUST GOT SMART, AND FINALLY FIGURED OUT--

--THAT I'M *SPIDER-MAN!*

BUT WHATEVER THE REASON, WHEREVER THEY ARE, I'LL *FIND* THEM. AND WHEN I DO--

-- I'M GOING TO MAKE THEM VERY... *VERY*... SORRY!

I'M SORRY, MARY JANE--

--I THOUGHT YOU'D *APPRECIATE* THE DECOR! I DON'T LET JUST *ANYONE* SEE MY COLLECTION, YOU KNOW. BESIDES--

-- AS THE GUEST OF *JONATHON CAESAR*, YOU'VE BEEN PROVIDED WITH THE MOST ELEGANT OF WARDROBES, THE GRANDEST OF GOURMET DELIGHTS, YOUR EVERY *COMFORT* HAS BEEN SEEN TO.

WHAT ELSE COULD I *POSSIBLY* GIVE THAT WOULD PLEASE YOU?

HOW ABOUT A .357 MAGNUM?

OR TWO?

PLAP

DON'T TOUCH ME!

TSK TSK SUCH HARSH HUMOR FROM SO *DELICATE* A FLOWER...

WHACK

THAT HURT *ME* MORE THAN IT DID YOU, MY DEAR. PLEASE... :SNIFF: ... DON'T HURT ME *AGAIN!*

HE... HE'S INSANE!

AND *DANGEROUS!*

WH-WHAT DO YOU WANT?

WHY, WHAT I'VE ALWAYS WANTED, SWEETNESS.

EVERYTHING!

AND I'VE ALWAYS *GOTTEN* WHAT I WANTED. EVEN AS A CHILD, IF SOMETHING GOT IN MY WAY, I FOUND A WAY AROUND IT. OR--

:SMEK:

--THROUGH IT! YOU SEE, I MASTERED *MANIPULATION* EARLY ON.

EVEN MY *PARENTS* LEARNED NEVER TO DENY ME. I BELIEVE IT WAS SHORTLY AFTER MY *BROTHER* DISAPPEARED.

HE SHOULD NEVER HAVE SAID "NO" WHEN I ASKED FOR HIS TRAIN SET. POOR LEONARD...

!

AS I AGED, I *REFINED* MY SKILLS. MADE CONNECTIONS IN BOTH THE BUSINESS AND CRIMINAL WORLDS. AND WHEN I SAW YOUR PICTURE ON A MAGAZINE COVER, AND REALIZED WHAT I *REALLY* WANTED IN LIFE, I WAITED. I'M *EVER* SO PATIENT.

I MANEUVERED YOU TO THE TOP OF THE WAITING LIST HERE AT THE BEDFORD TOWERS, THEN HAD THIS ROOM CONSTRUCTED, SOUNDPROOFED, AND EVEN INCLUDED AN UNBREAKABLE *WINDOW* SO YOU COULD HAVE SUNLIGHT.

I WANTED YOU TO BE HAPPY IN OUR LIFE... *TOGETHER!*

Y-YOU'LL NEVER GET AWAY WITH THIS!

MY DEAR, I ALREADY *HAVE!* TRY TO ADJUST, WON'T YOU? PERHAPS I'LL EVEN HAVE A SECOND ROOM BUILT FOR YOU--

--ONCE WE'RE *MARRIED!*

MARR--? B-BUT, I'M *ALREADY--!*

NO USE, HE'S GONE, OH, PETER... I LOVE YOU, PETER... PLEASE...

"... FIND ME!"

AND IF HE DOESN'T, IT'S NOT FOR LACK OF **TRYING**. HE MAKES CONTACTS, ASKS QUESTIONS.

SOMETIMES, NONE TOO GENTLY.

HE'S AFRAID FOR HIS WIFE; AFRAID SHE MIGHT BE IMPERILED BECAUSE OF HIM, HE'S AFRAID FOR THE FUTURE.

AND FEAR CAN BE CONTAGIOUS.

SMALL TIME HOOD, **CHILI BONO**, CATCHES IT BAD.

BAD ENOUGH TO ADMIT THERE'S A NEW GUY IN TOWN, SOMEONE WHO'S ANGER COULD BE STRONG ENOUGH TO SPAWN REVENGE.

HE DOESN'T HAVE DETAILS, BUT CAN GET THEM BY TOMORROW NIGHT. SPIDER-MAN LETS HIM GO, IT'S ONE OF THE TOUGHEST THINGS HE'S HAD TO DO. **ALMOST** AS TOUGH--

--AS GETTING THROUGH THE NEXT 24 HOURS!

I'M SORRY, SHE'S NOT IN. NO, I DON'T KNOW WHEN SHE'LL BE BACK.

YES, I'LL TELL HER YOU CALLED, GOOD-BYE.

I'M TIRED OF MAKING EXCUSES. THINK I'LL LET THE *MACHINE* ANSWER FOR AWHILE.

I UNDERSTAND, PETER.

THANKS, GINNY. THE POLICE ASKED THAT MARY JANE'S DISAPPEARANCE BE KEPT QUIET, TO PREVENT ANY PHONY RANSOM CALLS THE ONLY REASON I TOLD YOU--

MJ? THIS IS SID, AT THE AGENCY...

--WAS BECAUSE YOUR PUBLICITY FIRM IS HANDLING MY BOOK TOUR, AND I HAD TO EXPLAIN WHY I'M *CANCELING* MY APPEARANCE IN *QUEENS* THIS AFTERNOON.

I THINK YOU SHOULD RECONSIDER, PETER-- FOR *YOUR* SAKE. YOU NEED SOMETHING TO TAKE YOUR MIND OFF THINGS.

I DON'T KNOW, GINNY. I'M JUST NOT UP FOR IT.

I CAN'T THINK OF ANY *POSSIBLE* GOOD THAT COULD COME FROM--

PETER? THIS IS *AUNT MAY*. I'M SORRY I MISSED YOU, BUT--

HI, AUNT MAY! 'SCUSE ME FOR GETTING TO THE PHONE LATE! I-I WAS, ER, IN THE *SHOWER!* WHAT'S UP?

I JUST WANTED TO TELL YOU HOW *MUCH* I'M LOOKING FORWARD TO YOUR BOOK SIGNING TODAY, PETER! IMAGINE, MY NEPHEW A *FAMOUS CELEBRITY* IN THE OLD NEIGHBORHOOD! I'M EVEN GETTING SOME OF MY TENANTS HERE AT THE BOARDING HOUSE TO COME ALONG!

WHAT TIME DID YOU SAY YOU'D BE AT ARD-MORE'S?

UH, WHAT *TIME* WILL THE BOOK SIGNING BE?

THREE, AUNT MAY. I'LL, UM...

...I'LL BE THERE AT THREE.

3 p.m.--

ARDMORE'S BOOKSTORE IN FOREST HILLS, QUEENS...

"TO ATHA WILLIAMS -- BEST WISHES, PETER PARKER."

THERE YOU GO.

ARDMORE'S BOOKS

WEB

NEXT?

WELL, AT LEAST WE KNOW THE BOY CAN *WRITE!*

SO HOW COME HE NEVER WRITES *HOME?*

NATHAN! HUSH!

'LO, MR. LUBINSKY.

DON'T MIND NATHAN, PETER. JUST SIGN THIS BOOK YOU GAVE ME, HMM? WE'RE ALL SO *PROUD* OF YOU!

THANKS, AUNT MAY.

OLIVE'S TO POPEYE

YOU *DO* LOOK A LITTLE DRAWN, THOUGH. ARE YOU GETTING ENOUGH SLEEP?

WELL, I HAVE BEEN KIND OF RESTLESS LATELY. BUT DON'T WORRY, AUNT MAY--

--THINGS WILL BE BETTER *TONIGHT!*

MEANTIME: THE BEDFORD TOWERS, AS FELICIA HARDY-- THE BLACK CAT--BECOMES ANNOYED...

SORRY, MA'AM, CAN'T LET YOU INTO MR. PARKER'S APARTMENT. YOU'LL HAVE TO WAIT TILL HE GETS HOME.

LOOK, SMILEY--DO YOU REALIZE HOW LONG IT TOOK ME TO *FIND--!*

OH, NEVER MIND. I'LL COME BACK LATER.

SWANKY LADY. WONDER IF MR. PARKER'S *MISSUS* KNOWS ABOUT HER?

NO.

NOT YET!

BUT KNOWLEDGE IS A FUNNY THING.

IT WEAVES ITS OWN WEB.

A COCK-EYED PATTERN THAT WINDS SOUTHWARD AS THE SUN SETS--

--LEADING AN ANXIOUS WALL-CRAWLER TO A DERELICT GRAVEYARD IN BROOKLYN...

I'M GONNA KILL 'IM!

CHILI BONO COULDN'T GET NAMES OR DETAILS, BUT HE SAID THE MAN WHO'D BEEN TALKING REVENGE ON SPIDER-MAN WAS HEADQUARTERED *HERE!*

YEAH. RIGHT.

UNLESS I'M UP AGAINST "*BEETLEJUICE*," THIS TRIP SEEMS TO BE A BUST!

MAYBE I'LL JUST HEAD BACK TO MANHATTAN, LOOK UP MR. BONO--

--AND PULL THE MAN'S *INTESTINES* OUT THROUGH HIS *NOSTRILS!*

HUH? SPIDER-SENSE TINGLING!

MY APOLOGIES, CHILI, M'MAN...!

WOW! WHAT A TRAINING EXERCISE!

YEAH! THE BOSS HIRED SOMEONE TO DRESS UP LIKE THAT GOOFBALL, SPIDER-MAN!

SEEMS STRANGE TO SAY WHILE I'M DODGING BULLETS, BUT I FEEL BETTER NOW!

KBLAM

BLAM

KRAK

WHICH IS GONNA BE MORE THAN I CAN SAY FOR *THESE* BOZOS!

CRUNCH

CHRAK

GEEZ! TH-THIS GUY'S GOOD!

MUST BE A PROFESSIONAL! OW!

YOU'LL FORGIVE ME IF I DON'T PULL PUNCHES! BUT A YOUNG WOMAN'S *LIFE* IS AT STAKE!

A VERY *SPECIAL* YOUNG WOMAN!

WHUMP

BESIDES, THAT *BODY ARMOR* YOU'RE WEARING LOOKS LIKE IT CAN TAKE A LOT OF PUNISHMENT! IT'S JUST A SHAME WHOEVER DESIGNED IT--

--FORGOT ABOUT *FACES!*

SPLASH

NOW, DO I START GETTING ROUGH--

-- OR DO YOU TELL ME WHERE YOUR BOSS IS?

HE...H-H-HE'S...

...RIGHT BEHIND YOU!

EVENIN', SLICK. 'MEMBER ME?

BONITA

DICKO

FRED

KANE

FRENZ

JR. JR.

I'M... THE TASKMASTER!*

*THE TWO MET IN MARVEL TEAM-UP #103.-- J.S.

I REMEMBER. BUT I THOUGHT YOU WERE IN JAIL.

I WAS. 'CEPT I CUT A DEAL WITH THE FEDS,* Y'SEE, BASICALLY--

THWIP

*IN CAPTAIN AMERICA #334.-- J.S.

SPECH

--I'M A BUSINESSMAN. AN EDUCATOR.

I RUN A STRING O' SCHOOLS WHERE I TRAIN MUSCLE FOR THE SUPER-VILLAIN TRADE! IT'S A NICE LIVIN', BUT KINDA HARD TO DO FROM A JAIL CELL! SO I--

--HEY.

YOU LISTENIN'?

WHERE IS SHE?

CHA-KRASH

WHA--DUST AND DEBRIS ARE CLEARING, BUT THE TASKMASTER'S *GONE*?!

YOU! WHERE'D HE GO?

WH-WHAT MAKES YOU THINK *I* KNOW--

NO BULL!

YOU'RE NEXT!

WHERE?

PRAKSH

M-M-MAUSOLEUM! M-MAIN COMPLEX IS UNDERGROUND!

THANKS.

STEEL DOOR LIKE A BANK VAULT! MUST BE SOME PRETTY IMPORTANT *CORPSES* BEHIND IT.

OR MAYBE THERE'S JUST *GONNA* BE!

FWAMP

SCHOOL'S OUT, TASKMASTER! I WANT MARY JANE WATSON-PARKER!

NOW!

NEVER HEARD OF 'ER! BUT SINCE YER HERE, MAYBE YA CAN HELP HONE MY NEW TRAINEES!

LISTEN UP, GENTS! A *THOUSAND BUCKS* TO THE MAN WHO BRINGS ME HIS HEART!

TWO THOUSAND IF IT'S STILL BEATIN'!

KBLAM KRAK TAKATOW CHKOW BDAM

SPWING
SPKOW
CHK
CHPWEE
SPAK
TOK
HE'S DODGIN' THE BULLETS, BOSS! E-EVERY ONE OF 'EM!
THEN USE YER HANDS! STOP 'IM!
OR YA DON'T GRADUATE!
OKAY, BOYS, WHATSAY WE SKIP GRADES AND GO STRAIGHT TO PASS-FAIL?
KRRRRIP
RUMBLE
READY FOR FINALS?
¿GULP? I-IT'S NOT REALLY THE DIPLOMA THAT'S IMPORTANT!
Y-Y-YEAH!
IT'S THE EDUCATION!
YOU GOT IT!
OUTTA MY WAY!

ALL RIGHT, TASKMASTER-- IT'S JUST YOU AND ME.

YER NUTS! I NEVER HEARD O' THIS *MARY LOU WILSON-PICKET!*

I SHUT DOWN YOUR OPERATIONS ONCE! WORD HAS IT THAT YOU'VE BEEN TALKING *REVENGE!* I FIGURE YOU NABBED PARKER'S WIFE TO LURE ME HERE, BECAUSE OF THE CONNECTION WITH THE PHOTOS HE'S TAKEN OF ME!

YOU *ARE* CRAZY! SURE, I *TALK* TOUGH, BUT I SET UP MY ACADEMIES SO I COULD MAKE GOOD MONEY *WITHOUT* FACIN' JOKERS LIKE YOU!

NOT THAT I CAN'T DEFEND MYSELF WHEN I HAFTA! I'VE STUDIED LOTS O' TAPES! AN' WITH MY "*PHOTOGRAPHIC REFLEXES*"--

--I CAN DUPLICATE ANY FEAT PERFECTLY AFTER ONLY SEEIN' IT! LIKE CAPTAIN AMERICA'S SHIELD-THROWIN'!

OR THE BLACK KNIGHT'S SWORD WORK! OR--

IT DOESN'T MATTER! YOU DID PRETTY WELL IN OUR LAST FIGHT BECAUSE I STILL HAD SOMETHING TO *LOSE!*

YOU'RE NOT SO *LUCKY* THIS TIME!

TALK!

CKRUB

AH, C'MON! THAT *MAGNESIUM FLARE* WORKED BEFORE BECAUSE I WASN'T EXPECTING IT! I'LL JUST CLOSE MY EYES--!

I'M NOT TRYIN' TA *BLIND* YA, *SMART GUY!* LOOK AROUND-- WE'RE IN THE *MUNITIONS* ROOM!

.38 cal BULLETS

AMMO

AMMO

TRY PRANCIN' THROUGH *THAT!*

P-POW

POP PKAM

KRAK!

SHAPAP

FLARE SETTING OFF THE AMMO! SENDING UP A WALL OF BULLETS!

TASKMASTER'S GETTING AWAY!

AN' HERE'S A PARTIN' SHOT: I DON'T HAVE THE BROAD!

IF I DID, DON'TCHA THINK I'D RAZZ YA 'BOUT IT NOW?

HE...HE'S NOT LYING! COULDN'T RESIST RUBBING MY NOSE IN IT!

THIS WHOLE FIASCO... IT'S BEEN A WILD GOOSE CHASE!

BLAST. GUESS THERE'S NOTHING TO DO BUT SEE TO THE FIRE.

I'LL THROW THESE WRESTLING MATS ON.

SOON, OUTSIDE.

FIRE ENGINES SHOULD BE HERE ANY MINUTE. BUT TOO LATE. TASKMASTER HAD AN IDEAL SETUP: OUT-OF-THE-WAY, PRIVATE, A PERFECT PLACE FOR DISPOSING OF "DROP-OUTS." NOW HE'LL HAVE TO START OVER. I'VE PUT HIM OUT OF COMMISSION FOR WEEKS, MAYBE MONTHS.

YEAH.

MAYBE THAT'LL MAKE IT BURN BETTER...!

FLTZ

BIG, HAIRY DEAL...!

THE DARKNESS OF MIDNIGHT PASSES; THE DARKNESS IN PETER PARKER'S **SOUL** REMAINS.

HE PACES THE BALCONY OF A HOME NOW EMPTY, FEELING USELESS, INEFFECTUAL. THE WOMAN HE LOVES COULD BE ANYWHERE, LITERALLY ANY-WHERE ON THE FACE OF THE PLANET. HE HASN'T A CLUE AS TO WHERE EVEN TO BEGIN LOOKING.

AND AS NEW DAWN SCATTERS TIMID LIGHT OVER TREETOPS IN CENTRAL PARK, HIS MIND LOOPS IN A SINGLE THOUGHT, IMPOSSIBLE TO ESCAPE: "MARY JANE...

"...DARLING MARY JANE...

"...WHERE ARE YOU?"

NEXT ISSUE: BEGINNINGS AND ENDINGS! BE HERE IN TWO WEEKS FOR... "STYX AND STONE!"

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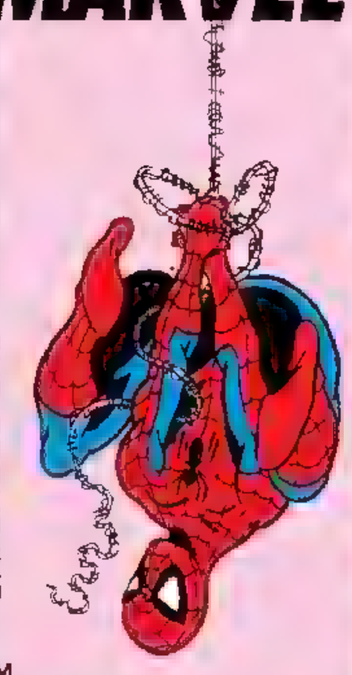

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YOU FORGET YOU'RE FOOLIN' WITH *MANSLAUGHTER MARSDALE*, WEB-SLINGER! IF YOU THINK YOU'RE GONNA GET OUT OF THIS PLACE *ALIVE*--!

OH·

--SHUT UP!

S...SUCKER PUNCH...!

H-HIT ME...WHEN I WASN'T LOOKIN'!

I'VE GOT SOME QUESTIONS, MARSDALE!

THWIPP

THWIPP

AND YOU'RE GOING TO SIT STILL WHILE I *ASK* THEM!

NOW, WHERE IS MARY JANE WATSON-PARKER?

GONNA BEAT ME UP? THINK AGAIN. HAD ME AN *OPERATION* A WHILE BACK. CAN'T FEEL *PAIN* ANY MORE. YOU'LL JUST BRUISE YOUR KNUCKLES.

THEN HOW ABOUT A LITTLE *VISUAL AID?* LIKE MAYBE IF I RIP ONE OF YOUR *ARMS* OFF AND SCRATCH MY *BACK* WITH IT?

CUTE. PROB'LY LAUGH MYSELF SILLY WHEN I HAVE TIME.

BUT YOU'RE BARKIN' UP THE WRONG TREE, WALL-CRAWLER.

I CAN'T TELL YA WHAT I *DON'T KNOW.*

NUTS.

WOW! SPIDER-MAN TOOK MANSLAUGHTER OUT *EASY!*

YEAH! AN' TO THINK WE BEEN SCARED TO BREAK OUR CONTRACTS WITH *MADAME FANG* BECAUSE OF MARSDALE! I'M LEAVIN' RIGHT--

CHRAK

WUNCH

O-ON SECOND THOUGHT, CLEAN TOWELS *ARE* FREE!

AN' LOCKER RENT'S CHEAP!

M-MAYBE I'LL STAY--!

BEST TELL MADAME FANG WHAT'S GOIN' ON. SO SHE CAN PUT THE WORD OUT--

--ON THE *STREET!*

"THE STREET": CATCH PHRASE FOR THE CONCRETE TRAILS THAT WEAVE THEIR WAYS THROUGH MODERN URBAN JUNGLES, WATCHED OVER BY MOONLIGHT AND SHADOWS.

AND ON THIS NIGHT, BY A DOUR, CROUCHING GARGOYLE THAT SEEMS EERILY--

--FAMILIAR!

EVERYTHING WAS GOING GREAT! I WAS MAKING MONEY FROM "**WEBS**," MY BOOK OF SPIDER-MAN PHOTOS; MY MARRIAGE TO ***MARY JANE*** WAS THE BEST THING THAT EVER HAPPENED TO ME; AND I WAS EVEN LOOKING FORWARD TO GOING BACK TO **COLLEGE** IN THE FALL!

BUT WHEN I GOT HOME FROM A BOOKSTORE APPEARANCE IN CHICAGO, I FOUND SIGNS OF A STRUGGLE-- AND ***MARY JANE*** WAS GONE! POLICE DON'T HAVE A CLUE.

AND NEITHER DO I! IT'S PROBABLY A REVENGE MOVE AGAINST SPIDER-MAN-- BUT WHO COULD KNOW I'M ***PETER PARKER?*** EVERYWHERE I TURN I HIT A DEAD END!

NOW I'M GRASPING AT STRAWS, SECOND-STRINGERS LIKE ***MANSLAUGHTER MARSDALE!*** I JUST FEEL SO BLASTED--

--USELESS!

PRAKSH

YEAH--AND *DUMB!* THIS CHUNK OF ROCK COULD HAVE *KILLED* SOMEONE IF I HADN'T CAUGHT IT BEFORE IT FELL!

I'LL WEB IT BACK TOGETHER UNTIL I HAVE A CHANCE TO CONTACT THE BUILDING INSPECTOR.

LOOKS LIKE I'M BECOMING THE *MENACE* JONAH'S *DAILY BUGLE* EDITORIALS ALWAYS MADE ME OUT TO BE! SO MAYBE I'D BETTER JUST HEAD HOME BEFORE I HURT SOMEONE. LORD KNOWS--

--RIGHT NOW I FEEL LIKE *I'M* HURTING ENOUGH FOR THE WHOLE BLOODY WORLD!

AND SO...

HOME. ***THE BEDFORD TOWERS.*** THIS CONDO WAS OUR HAVEN, WHERE MARY JANE AND I COULD ESCAPE FROM THE REST OF THE WORLD.

IT WAS A PARADISE.

I HATE IT.

IT WAS SO WARM, SO WELCOMING WHEN MJ WAS HERE. NOW, IT'S NOTHING. JUST WALLS AND SPACE.

MARY JANE.. PLEASE...

-- I HAD THESE ACCOMMODATIONS BUILT ESPECIALLY FOR YOU! THE CLOTHES I'VE PROVIDED ARE ORIGINALS! YOUR MEALS ARE PREPARED BY GOURMET CHEFS!

-- *MARRIAGE!*

DON'T BE DEAD.

REALLY, MARY JANE, I WISH YOU'D BE MORE *LIVELY!* AFTER ALL--

AT LEAST *TRY* THE *ESCARGOTS?* OR SOME OF THE *DOM PERIGNON?* YES! A TOAST! WE'LL DRINK TO OUR UP-COMING--

JONATHON CAESAR IS INSANE! BUT MAYBE IF I TALK WITH HIM, TRY TO GET THROUGH TO WHAT'S LEFT OF HIS REASON...!

JONATHON, I- I GUESS YOU MJST HAVE FORGOTTEN -- HAPPENS TO EVERY-ONE, Y'KNOW? ;HEH; BUT YOU SEE... I'M ALREADY MARRIED!

NOT TO ME, MY DEAR. ERGO, YOU'RE NOT MARRIED!

OH, I ADMIT THAT I VE BEEN TAKEN WITH YOU FOR YEARS. THAT'S WHY I ARRANGED FOR YOU TO MOVE INTO THE BEDFORD, SO WE COULD BE CLOSE, AND WHY I BUILT THIS ROOM FOR YOU, AND SWEPT YOU AWAY TO BE MY BRIDE! IT WAS ALL A GREAT DEAL OF TROUBLE, TRUE, BLT THAT WILL JUST SERVE TO SWEETEN--

--OUR WEDDING NIGHT.'

O-OUR..?

NO!

TLINK

KNKLE

AGH!!

DOOR IS AS THICK AS A BANK VAULT'S! BUT CAESAR LEFT IT OPEN A CRACK!

IF I CAN SQUEEZE THROUGH BEFORE HE COMES TO HIS SENSES--!

=OONF=

UH, HI, GUYS! 'SCUSE ME?

=WHEW= SHOULDN'T YOU BE WEARING A *LICENSE PLATE?*

YOU'D DO WELL TO ACCEPT WHAT *IS*, MY DEAR. TRY TO ESCAPE AGAIN, AND I'LL BE FORCED TO *DO* THINGS TO YOU...

...THINGS THAT WOULD MAKE YOU NEVER WANT TO BE SEEN IN *PUBLIC* AGAIN!

=gulp=

IT WOULD CAUSE ME GREAT PAIN, BUT YOU ARE *MINE*. AND I INTEND TO DO WHATEVER NECESSARY TO *KEEP* YOU THAT WAY!

BOSS?

WE JUST HEARD THE BUZZ -- *SPIDER-MAN'S* LOOKIN' FOR THIS DAME!

REALLY? HOW ODD. HE MUST OWE PARKER A *FAVOR* FOR THAT SILLY BOOK OF PHOTOGRAPHS. PERHAPS IT WOULD BE WISE TO CONTACT SOME VERY... *SPECIAL* BODYGUARDS! YESSSSSS.

MORNING COMES, AND PETER PARKER TRIES TO SURVIVE--

-- BY GOING THROUGH THE FAMILIAR MOTIONS OF A "NORMAL" LIFE...

DAILY BUGLE

ANY WORD ON MARY JANE YET, PETER?

I KNOW THE KIDNAPING ISN'T COMMON KNOWLEDGE, BUT ONE HEARS RUMORS, POLICE REPORTS.

THAT'S OKAY, GLORY. I APPRECIATE YOUR CONCERN. BUT, NO...

... NO WORD AT ALL.

PARKER!

DO YOU HAVE PICTURES TO PEDDLE, OR DID YOU JUST DROP BY TO ANNOY MY WORKING EMPLOYEES?

ACTUALLY, JONAH, I WAS HOPING FOR A PHOTO ASSIGNMENT FROM--

WHAT DO I LOOK LIKE-- SANTA CLAUS? GO OUT AND FIND SOME NEWS, BOY! WHY, WHEN I WAS YOUR AGE--!

THANKS, JONAH. I'LL, UM, START LOOKING RIGHT AWAY.

SEND A MEMO TO ALL REPORTERS, Ms. GRANT: INFORMATION ON PARKER'S WIFE IS TO BE PRIORITY ONE!

WHY, JONAH! YOU DO CARE!

BITE YOUR TONGUE, MS. GRANT!

THERE COULD BE A STORY IN THIS!

HMPH!

WHILE IN AN ELEVATOR NEARBY...

WORD ABOUT MJ IS STARTING TO SPREAD. I'D BEST GO TO QUEENS, BREAK THE NEWS TO *AUNT MAY* MYSELF.

IF SHE HEARD FROM SOMEONE ELSE, SHE MIGHT THINK I WAS SHUTTING HER OUT. BUT FIRST--

"--I'VE GOT ONE OTHER STOP TO MAKE."

YOU'RE MISSED, **ROBBIE.** JONAH'S BEEN RUNNING PEOPLE CRAZY AT THE *BUGLE* SINCE YOU'VE BEEN... UH...

SPITAL

"INCAPACITATED?" DON'T MINCE WORDS, PETER. BELIEVE ME, I KNOW BETTER THAN ANYONE THAT MY **BACK**'S BEEN BROKEN!*

AND I DO APPRECIATE YOUR VISIT. JUST WISH I WAS A MORE **CHEERFUL** HOST. I HAVE MY GOOD DAYS, BUT SOMETIMES IT'S TOUGH TO FAKE IT, LYING HERE HOUR AFTER HOUR, UNABLE TO DO **ANYTHING**. I JUST FEEL SO... SO... **HELPLESS!**

YEAH..

...I KNOW WHAT YOU MEAN.

* BY TOMBSTONE, IN THE **SPECTACULAR SPIDER-MAN #139.** --Dr. J(M).

WHILE AT THE BEDFORD TOWERS...

THOSE GUYS YOU ASKED FOR ARE HERE, MR. CAESAR.

EXCELLENT!

YOU'LL EXCUSE ME, MY DEAR?

MR. STYX! MR. STONE! SO GOOD TO WORK WITH YOU AGAIN! YOU'VE BROUGHT THE NECESSARY PARAPHERNALIA?

TURBO-HOPPER'S HIDDEN IN AN ALLEY, SIR. ALL MY OTHER EQUIPMENT'S IN THIS CASE.

WHILE AS USUAL, MR. CAESAR, I HAVE EVERYTHING I REQUIRE R.GHT *HERE!*

TSSSS

KRRRKle

OH, MY GOD!

PETER!

EVENING: LIKE FLAMING OIL SPILT FROM A GUTTERING LAMP, THE HAZE-RIPPLED SUN FALLS QUICKLY.

MUCH LIKE A CERTAIN WEB-SLINGER'S **SPIRITS**...!

ANOTHER DAY, ANOTHER FAILURE!

I'VE DONE EVERYTHING I COULD, AND STILL HAVE NO IDEA WHERE MARY JANE IS.

NOW I HAVE TO SPEND ANOTHER NIGHT TRYING ***NOT*** TO THINK ABOUT HOW I COULDN'T ***PROTECT*** HER!

ISN'T THE SUNSET BEAUTIFUL, MY LOVE? EVEN THROUGH SHATTER-PROOF PLASTIC?

Y-YES, JONATHAN

ONCE WE'RE WED, WE'LL WATCH THE SUN ***RISE*** TOGETHER--

--EH? ***HIM?*** BUT HOW DID HE KNOW SHE WAS ***HERE?!***

WARREN! SIGNAL OUR NEW OPERATIVES! TELL THEM--

--THEIR ***TARGET*** IS IN SIGHT!

SPIDER-SENSE!

DANGER?

ZHRAK

YEP!

A CLOSE SHOT, MR. STONE!

THANKS, STYX! BUT "CLOSE" ONLY COUNTS WITH HORSESHOES AND *NUKES!*

AW, GEEZ! AREN'T THERE ANY *NORMAL* PEOPLE IN NEW YORK?

DON'T KNOW WHAT'S GOING ON, BUT CIVILIANS COULD GET HURT! BETTER TAKE THIS TO SAFER GROUND!

AND SINCE THE ONLY CIVILIANS IN *CENTRAL PARK* THIS LATE ARE PROBABLY AS ARMED AND DANGEROUS AS THE GUYS ON MY TAIL...!

HMM, WONDER IF THESE JOKERS HAVE ANYTHING TO DO WITH MJ'S DISAPPEARANCE? NAH, HOW COULD THEY KNOW *SPIDER-MAN* WOULD BE AT THE BEDFORD--

--AGH! G-GAS PELLETS!

SPIDER-SENSE HELPED ME DODGE, BUT GAS IS SPREADING! CAUGHT A WHIFF OF IT! M-MAKING ME NAUSEOUS!

AND NOW THEY'RE SHOOTING SOME KIND OF *SONICS!*

CLOSER, MR. STONE! THEN SET US DOWN!

GOTCHA!

LOOKS LIKE ONE OF THOSE BARRELS SHOOTS PROJECTILES, WHILE THE OTHER FIRES BEAM-WEAPONS!

BETTER WEB THEM *BOTH* UP BEFORE--

--HJH? THEY'VE STOPPED ATTACKING! AND THEY'RE BOTH LOOKING *AWAY*? WHAT THE--

*

STROBE BURST! L-LIKE LOOKING RIGHT INTO A GIANT-SIZED *FLASHBULB!* I-I CAN'T--

"-- SEE!"

I'VE JUST BEEN INFORMED THAT YOUR WOULD-BE **RESCUER** IS BEING SEEN TO IN THE PARK NEARBY. IN MOMENTS, WE'LL HAVE NOTHING TO WORRY ABOUT!

MORE LIKE **SECONDS!** 'CAUSE THAT'S ALL THE TIME I'LL NEED--

--TO STICK THIS **LIVE WIRE** INTO THE MELTED ICE-WATER YOU'RE STANDING IN!

÷TSK÷ FORTUNATELY, I'M ALSO STANDING IN **RUBBER-SOLED SHOES!**

BUSTER, YOU'RE THE **SORRIEST** SPECIMEN I'VE EVER **SEEN!**

SPRAK

YOU WERE WARNED, MY DEAR. I TRULY AM SORRY...

UH-OH! CAESAR'S GOONS!

WELL, SINCE YOU FELLAS LOOK LIKE THE *LEATHER SOLE* TYPE--

DROP THE LAMP, LADY!

NOW!

--WHY NOT?

GYAHAAGHH!

ZZZZT

GUARDS STILL BREATHING. WON'T MISS THIS GUN

KSH

JUST POINT IT AND PULL THE TRIGGER MJ. PRETEND YOU'RE ON "*MIAMI VICE!*"

TALK ABOUT FIGHTING BLIND! I CAN'T SEE ANYTHING BUT SPOTS! AND I'M STILL KINDA WOOZY FROM THAT GAS!

GOT TO TRUST MY SP DER-SENSE TILL I GET MY VISION BACK!

QUICKLY, MR STONE--

-- THE NOVA BEAM!

CRANKIN' IT UP, STYX!

HEAT! L-LIKE I'VE BEEN DROPPED INTO THE SUN!

GETTING WEAK! G-GOT TO SET DOWN SOMEWHERE!

COAT THE GROUND WITH ADHESIVE GEL! THEN--

DON'T WORRY--

"--I M WAY AHEAD OF YOU!"

SHOT THE BRANCH FROM UNDER ME! BUT--

-- WHAT DID I LAND IN?!

IT'S STICKY! AND THEY'RE HITTING ME WITH MORE **HEAT!** T-TOO WEAK TO PULL LOOSE!

DON'T STRUGGLE, LITTLE SPIDER. I ONLY WANT-

--TO **TOUCH** YOU!

EH?!

VWIP

SPWEENG

KBLAM BLAM BLAM

LEAVE 'IM ALONE.

GOTTA MOVE! FOLLOW THE HEAT TO ITS **SOURCE!**

KKKRUNK

THWIPP

THEN SHOOT A WHOLE CARTRIDGE OF WEBBING WHERE THE GUY'S **FACE** SHOULD BE!

SHE ISN'T HITTING ANYTHING!

YES, BUT WHY GIVE HER TIME TO *PRACTICE?*

POINT TAKEN!

I'LL GET THE TURBO-HOPPER!

AND...

ALAS, MR. STONE, I'VE NOT BEEN... *SATISFIED.*

CHEER UP. MAYBE WE'LL RUN ACROSS A STRAY *PUPPY* YOU CAN KILL

OH, MY! DO YOU *THINK* SO?

GETTING STRONGER WITHOUT ALL THAT HEAT! STARTING TO PULL FREE OF THIS--

PE--*SPIDER-MAN!*

THAT VOICE!

Ploop

MARY JANE?

THE ONE AND ONLY, TIGER!

HUGS AND GENTLE WORDS ARE EXCHANGED; SKETCHY EXPLANATIONS FOLLOW. AND THEN...

SIRENS. BETTER SAVE DETAILS FOR LATER.

UH-HUH.

CAN YOU GET BACK OKAY?

I'VE STILL GOT AFTERIMAGES, BUT I CAN SEE WHERE I'M GOING NOW. YOU SURE YOU CAN HANDLE THE POLICE ON YOUR OWN?

I'M LOOKING *FORWARD* TO IT! NOW GO! SEE YOU AT HOME!

"HOME," GOSH...

...WHAT A TERRIFIC WORD!

AND SOME TIME LATER, IN FRONT OF THE BEDFORD TOWERS...

WATCH YOUR HEAD, MR. CAESAR.

WE'LL GET YOUR FULL STATEMENT IN THE MORNING, MA'AM.

BUT I STILL WISH YOU'D LET OUR *DOCTOR*--

I'M FINE, SERGEANT TORK. REALLY. THANK YOU.

ALL RIGHT, THEN. UNTIL TOMORROW.

AND I WANT TO THANK *YOU*, LADY. IF YOU HADN'T SHOWN UP WHEN YOU *DID*--!

JUST CALL ME THE *CUTE CAVALRY*, HON!

YEAH, BUT *I* SHOULD HAVE PROTECTED *YOU*! I--

SHH. NO GUILT. THIS DIDN'T HAPPEN BECAUSE OF YOUR LIFE AS SPIDER-MAN *OR* AS PETER PARKER!

CAESAR WOULD HAVE DONE THE SAME THING IF I'D MARRIED LARRY "BUD" MELMAN!

BOTTOM LINE, SWEETHEART: WE HAVE TO HELP AND PROTECT *EACH OTHER*. AS BEST WE CAN. AFTER AL--

-- THAT'S WHAT BEING IN *LOVE* IS ALL ABOUT.

AWWWWWWW....

NEXT ISSUE: SCHOOL DAYS AND CRUEL NIGHTS! DON'T MISS..... "SHRIKE FORCE!"

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the AMAZING SPIDER-MAN

AT LAST! PETER PARKER GOES BACK TO COLLEGE!

—BUT FIRST SPIDEY MUST CONFRONT SHRIKE FORCE!

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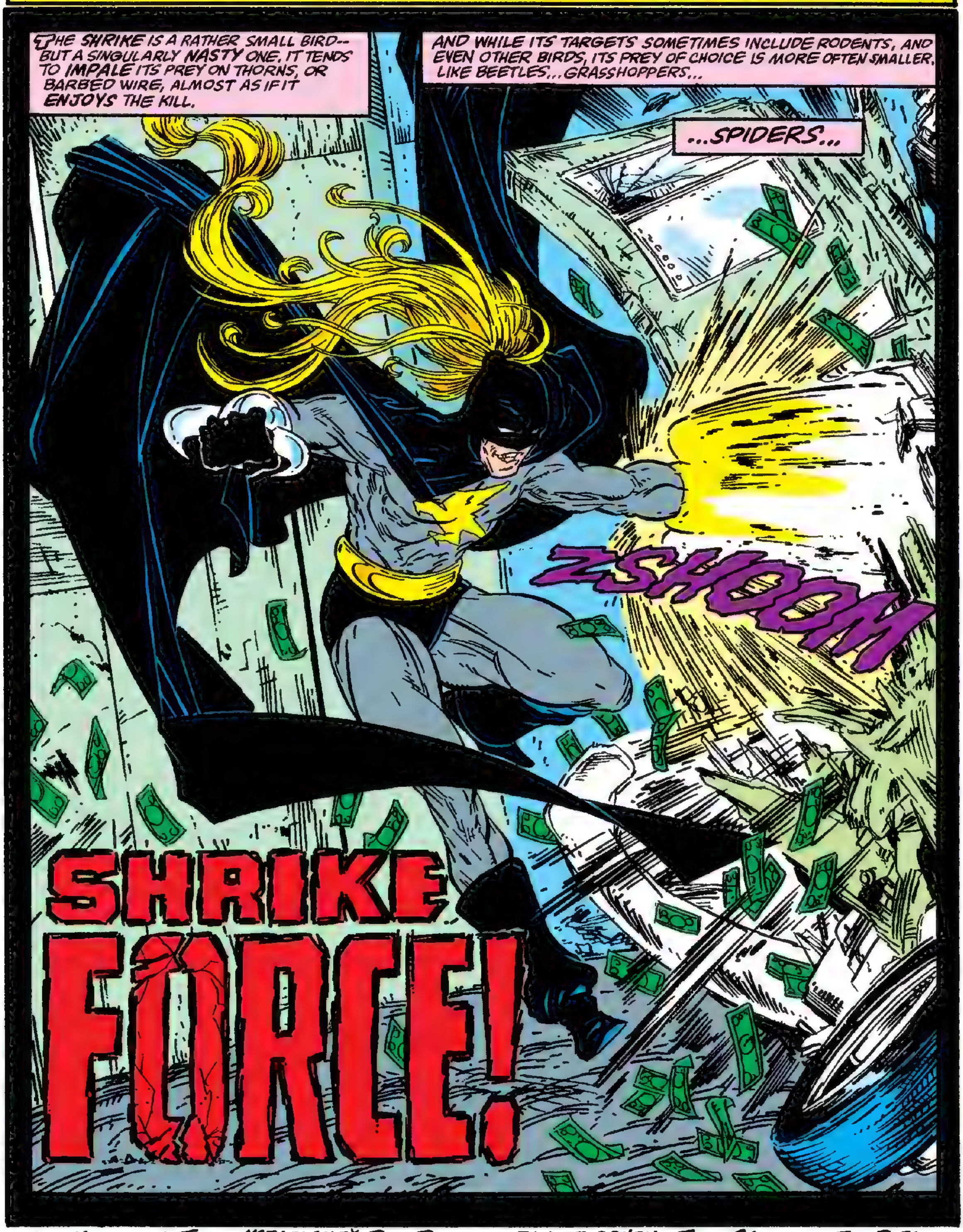

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*WITH A BACKGROUND ASSIST BY TERRY FITZGERALD.

EASY, GENTS! JUST REMEMBER: THIS AIN'T *YOUR* MONEY I'M STEALIN'!

PLAY IT SMART AN' YOU'LL GET AWAY WITH A FEW *BRUISES*--

-- AN' THE HONOR OF BEIN' RIPPED OFF BY *KILLER SHRIKE* HIMSELF!

G...GUN...!

=TSK=

GUESS I'LL HAFTA LET MY TITANIUM *TALONS* TEACH YOU A LESSON, HUH, HOTSHOT?

NO! D-DON'T--!

YOU HEARD THE MAN!

dddlllt

DON'T!

SPIDER-MAN?!

HA! YOUR WEBBING NEVER COULD HOLD ME!

IT DOESN'T HAVE TO!

PLINT

CHOK

THE *POLICE* WILL DO THE HOLDING!

ALL *I'M* DOING IS THE *STOPPING!*

FAT CHANCE!

SHAK

YOU'LL BE TOSSED OUT WITH THE *REST* O' THE GARBAGE WHEN I'M THROUGH WITH --

BT

EEERREE

--BLAST! *SIRENS!* CAN'T HANDLE SPIDER-MAN *AND* THE COPS! BETTER BUY ME A--

--GETAWAY!

?!

=UNF=

BKOW

I KNOCKED THE DUMPSTER AWAY BEFORE IT HIT THE GUARDS!

BUT THAT GAVE KILLER SHRIKE TIME TO GET AIRBORNE!

HE'S ALREADY TOO FAR TO SNAG WITH WEBBING OR A SPIDER-TRACER!

GUESS I'D BETTER MAKE TRACKS MYSELF! LET THOSE GUARDS EXPLAIN TO THE POLICE THAT IT WAS THE SHRIKE WHO STARTED THIS, AND NOT *ME*!

I JUST HOPE THEY BUY *THESE*!

KLIK

LORD KNOWS, I COULD USE THE *MONEY*...!

I'LL JUST STOP LONG ENOUGH TO PICK UP THE *AUTOMATIC CAMERA* I WEBBED TO THIS BUILDING!

SINCE I HAVEN'T HAD MUCH TIME TO TAKE PICS OF ME IN ACTION LATELY, THE *DAILY BUGLE* MIGHT HAVE MORE INTEREST THAN USUAL IN BUYING *SPIDER-MAN* PHOTOS!

I'M GOING BACK TO COLLEGE--

--REGISTERING TODAY, IN FACT--

--AND HIGHER EDUCATION IS EXPENSIVE!

I WAS AWARDED A *RESEARCH ASSISTANT GRANT*, BUT THAT ONLY PAYS $9,000 PER YEAR-- BARELY *CAR FARE* IN NEW YORK!

AND WHILE I MADE HEFTY BUCKS PROMOTING "*WEBS*--" THE BOOK OF MY SPIDEY PHOTOS THAT WAS PUBLISHED THIS SUMMER--

--A POST-GRADUATE PROGRAM COULD LAST *YEARS!* I'VE GOT TO DOLE OUT MY GRUBSTAKE VERRRRY CAREFULLY!

AND, SPEAKING OF "CAREFULLY," SPIDER-MAN SLOWS AS HE NEARS THE *BEDFORD TOWERS.*

AS PETER PARKER, HE SHARES A CONDO THERE WITH HIS WIFE, *MARY JANE*, AND WHILE HIS EARLY-WARNING *SPIDER-SENSE* WOULD UNDOUBTEDLY ALERT HIM IF ANYONE WAS WATCHING --

--THIS IS HOME, AND ITS SANCTITY MERITS EXTRA CAUTION.

WHEW! GOOD TO GET MY MASK OFF! LIKE WEARING A HANDKERCHIEF OVER MY FACE ALL DAY!

AT LEAST HERE I DON'T HAVE TO WORRY ABOUT--

--SPIDER-SENSE! BUZZING LIKE CRAZY!

THANKS, MR. GRAFF.

I APPRECIATE YOUR COMING ON SUCH STORT NOTICE.

T'INK NOTTING OF IT, MISSUS VATSON-PAHKER, UND T'ANKS FOR DER ICED TEA!

GOOT DAY!

LOCAL SCHNAPPS SALESMAN?

WHA--? PETER! GEEZ!

YOU'RE SUPPOSED TO SCARE THE BAD GUYS, NOT YOUR OWN WIFE!

SORRY. HAD TO GET OUT OF SIGHT QUICK.

WHO WAS THAT GUY, ANYWAY?

LOCKSMITH. REMEMBER JONATHON CAESAR? USED A PASSKEY TO KIDNAP ME?* I HAD THE LOCKS CHANGED.

*IN ISSUE # 307. -- J.S.

OH, YEAH. WE TALKED ABOUT THAT, DIDN'T WE?

UH-HUH.

HERE'RE YOUR NEW KEYS.

THE ONLY KEY *I'M* INTERESTED IN IS THE ONE TO YOUR *HEART.*

YOU'VE ALREADY *GOT* THAT, TIGER. WANT A LITTLE PROOF?

MMMMMMNN--

--NUTS! I FORGOT! I HAVE TO GET TO E.S.U. FOR REGISTRATION!

THEN WHY DON'T WE *CELEBRATE* AFTERWARDS? DINNER AT "21"? MAYBE A MOVIE?

AND HEY, I'VE GOT A GREAT IDEA FOR *DESSERT...!*

PETER LISTENS--WHICH MAKES LEAVING EVEN **MORE** DIFFICULT.

NONETHELESS, SOME TIME LATER AT **EMPIRE STATE UNIVERSITY**...

GOT 'EM BOTH!

I'M ONLY TAKING TWO COURSES--IT'S ALL I HAVE *TIME* FOR--AND I WAS LUCKY THEY WERE BOTH STILL OPEN!

NOW TO FIND THE LAB WHERE I'M SUPPOSED TO PUT IN MY WORK TIME!

ACCORDING TO **SHELLY FISCH**, HEAD OF THE GRANT PROGRAM, THIS SHOULD BE--

-- WOW. TALK ABOUT STATE-OF-THE-ART! THEY'VE REALLY UP-DATED LAB FACILITIES SINCE I WAS A STUDENT!

UH, HI. I'M **PETER PARKER**. NEW RESEARCH ASSISTANT FOR DR. SWANN?

'ELLO. I'M **ANNE-MARIE BAKER**, YOUR FELLOW R.A. C'MON, IN.

CUTE ACCENT-- ALABAMA?

SILLY. I WAS BORN IN FRANCE-- TOULOUSE-- BUT WAS RAISED IN LONDON. I'VE BEEN IN THE STATES ASSISTING DR. SWANN SINCE LAST SEMESTER.

GOING FOR THE OL' MASTER'S DEGREE, TOO, EH?

ACTUALLY I'M WORKING ON MY DOCTORATE.

AH.

WELL, WELL!

THIS THE NEW RECRUIT?

DR. EVAN SWANN--

--MEET PETER PARKER.

GLAD TO HAVE YOU ABOARD, SON! YOU COME HIGHLY RECOMMENDED!

SAY, YOU DON'T PLAY PINOCHLE, DO YOU?

THEY'RE GETTING ON SPLENDIDLY! I'M SO GLAD!

'SCUSE ME. YOU DOC SWAN?

GOT A DELIVERY FROM MIDTOWN SCIENCE SUPPLY--ONE *INTEGRATED GERADYNE.*

FRAGILE

SIGN HERE.

OH, YES. O-OF COURSE.

BUT I THOUGHT WE'D ALREADY EXCEEDED OUR *EQUIPMENT BUDGET,* DOCTOR. DIDN'T THE UNIVERSITY *WARN* US ABOUT--

ER, YOU JUST LET *ME* WORRY ABOUT FUNDING, ANNIE! E-EVERYTHING'LL BE FINE!

NOW, UM, I-I HAVE WORK TO DO. WHY DON'T YOU SHOW PETE AROUND THE LAB? THERE'S A GOOD GIRL!

HMM. DR. SWANN *HAS* BEEN ACTING RATHER ODD LATELY. ORDERING EXOTIC MATERIALS FOR SOME EXPERIMENT HE WON'T TALK ABOUT.

SLAM

OH, WELL, PROBABLY JUST THE PRESSURE OF A NEW TERM. I'M SURE HE'LL BE ALL RIGHT ONCE CLASSES START!

MAYBE. BUT WHEN HE OPENED THE DOOR TO HIS PRIVATE LAB--

--MY *SPIDER-SENSE* STARTED TO TINGLE!

PETER PONDERS--

-- AN ACTIVITY THAT CONTINUES WELL INTO THE EVENING...

BAMBI

IN STEREO 5:10 7:15 9:30

OKAY, YOU WIN. NEXT TIME, YOU PICK THE MOVIE!

TOW AWAY ZONE

HUH?

YOU WERE ON ANOTHER PLANET THROUGH THE WHOLE THING, HON! HALF THE TIME YOU WEREN'T EVEN LOOKING AT THE SCREEN!

OH, SORRY, MARY JANE.

GUESS I'M JUST DEPRESSED AT THE CONCEPT OF DOING HOMEWORK AGAIN! =HEH=

LISTEN, I'M A LITTLE RESTLESS. THINK I'LL HEAD OVER TO *BASKIN ROBBINS* AND PICK UP SOME JAMOCHA FUDGE. YOU GO ON UP -- I'LL BE BACK SOON, OKAY?

OH.

UM... SURE.

MARY JANE'S BROW FURROWS WITH CONCERN AS SHE WATCHES HER HUSBAND WALK AWAY.

THEN SLOW...

...STOP...

... AND TURN.

CAN'T DO IT. I WAS AFRAID YOU'D WORRY, MJ, BUT *LYING* IS TOO EASY A HABIT TO GET INTO.

MY SPIDER-SENSE TINGLED AT E.S.U. TODAY. I REALLY NEED TO CHECK IT OUT.

YOU'RE RIGHT-- I *WILL* WORRY. BUT I LOVE YOU FOR RESPECTING ME ENOUGH TO TRUST ME WITH THE TRUTH.

AND I LOVE *YOU* FOR BEING YOU.

TAKE CARE, PLEASE?

THE NIGHT LENGTHENS, AS ALL ACROSS MANHATTAN, YAWNING RESIDENTS TUNE IN "JOHNNY CARSON."

A FEW FLIP TO "THE LATE SHOW."

WHILE AT EMPIRE STATE UNIVERSITY, DR. EVAN SWANN FOCUSES WEARY EYES ON A NOTEBOOK IN HIS MAIN LAB, PUTS ANOTHER QUART OF **MIDNIGHT OIL** ON THE BURNER, AND THEN:

I WAS JUST PASSING BY, DOC--

NOTES

-- AND CAUGHT A WHIFF OF SOMETHING DECIDEDLY *UNKOSHER!*

S-S-SPIDER-MAN?! WHAT ARE YOU DOING HERE?

GET OUT, BOY! 'FORE I CALL *SECURITY!*

NOT LIKELY. YOU'RE *HIDING* SOMETHING, AND I'M HERE TO FIND OUT WHAT IT IS.

I'M GOING INTO THAT PRIVATE LAB, DOC, ONE WAY OR ANOTHER. AND IT'D BE A LOT EASIER IF I USED YOUR *KEY.*

NO! PLEASE! I-I CAN'T--!

YOU WON'T *HAVE* TO, DOCTOR!

WHA--?

THE TINKERER?!

INDEED. DR. SWANN HAS BEEN KIND ENOUGH TO LET ME USE HIS FACILITIES--

--INCLUDING EXPERIMENTAL EQUIPMENT UNAVAILABLE ELSEWHERE! ALL TO WORK ON MY LATEST WEAPONS-RELATED INVENTION, WHICH, I'M HAPPY TO ANNOUNCE--

--IS NOW *COMPLETE!*

THE TINKERER'S A GENIUS, BUT AN *EGOMANIAC!* GOT TO GET HIM BRAGGING TO FIND OUT WHAT I'M UP AGAINST!

INTRIGUING CONCEPT... BUT NO. THIS DEVICE CREATES *PHANTOM ELECTRONS* IN AN ENERGY FLOW. IT THEREBY FOOLS *SENSORS* INTO THINKING MORE ELECTRICITY IS PRESENT THAN ACTUALLY IS.

PROPERLY INSTALLED, IT CAN DOUBLE -- EVEN *TRIPLE* -- THE SPEED AND POWER OF CERTAIN WEAPONS SYSTEMS!

BUT I THOUGHT YOU *GAVE UP* FIGHTING GOOD GUYS!

LET ME GUESS: IT'S A *LASER* MODULE FOR *TEDDY RUXPIN*, RIGHT?

I DID. BUT I STILL TINKER THINGS TOGETHER FOR *PAYING CLIENTS*. MATTER OF FACT, THE FELLOW WHO CONTRACTED FOR THIS *POWER BOOSTER* IS DUE TO PICK IT UP--

"-- ANY MOMENT NOW!"

KHRESH

AW, C'MON! IF SOMEONE WROTE THIS IN A STORY, NOBODY'D *BELIEVE* IT!

SPIDER-MAN! BUT HOW'D HE *KNOW*--?!

THE SHRIKE'S STRONG ENOUGH ON HIS OWN!

POWER BOOSTER!

IF HE GETS THAT--

GOTTA GRAB IT!

FSHAP

DR. SWANN! GET UNDER COVER! I'LL TAKE CARE OF KILLER SHRIKE!

THWIPP

YEAH... JUST AS SOON AS I FIGURE OUT *HOW!*

BRUTE STRENGTH PERHAPS?

SPLAK

NO GOOD! HE'S BEEN *CONDITIONED* TO TAKE PUNISHMENT!

BUT IF I GO ON THE DEFENSIVE, I HAVE TO KEEP DODGING HIS *POWER BLASTS!* AND IF I MOVE IN CLOSE--

--HIS MARTIAL ARTS AND RAZORED TALONS MAKE HIM EVEN *MORE* DANGEROUS! HAVE TO FIND SOME WAY TO STRIKE--

THWIP

...LONG DISTANCE!

KIPASH

DAKOW

OH, NO! BLAST HITTING FLAMMABLE CHEMICALS!

STARTING A FIRE!

GOT TO FORGET KILLER SHRIKE--

-- AND CONCENTRATE ON GETTING DR. SWANN TO SAFETY!

I DON'T HAVE YOUR MONEY, TINKERER-- SPIDER-MAN INTERRUPTED MY WITH-DRAWAL!

BUT I'LL PAY YOU AS SOON AS I CAN! NOW GIVE ME THAT POWER BOOSTER!

SORRY, I WORK STRICTLY CASH AND CARRY!

I DON'T SUPPOSE YOU'D CONSIDER A TEENSY BIT OF... CREDIT?

ULP GLK

WHY, UH, C-C- CERTAINLY!

SH-CHK

NOWWWW...

UH-OH...

I'VE WAITED A LONG TIME FOR THIS, WEBSLINGER! I HOPE YOU'RE READY TO DI--

--IIIIIEEEEEEE!

SHAZAZHRRAKK

DO I LOOK LIKE A FOOL?

OF COURSE I ASSUMED YOU'D ATTEMPT A DOUBLE-CROSS!

AGH-GH-GH-GH-GH-GH--

THAT'S WHY I WITHHELD ONE CIRCUIT, TO BE ADDED ONLY WHEN PAYMENT WAS MADE!

--GH-GH-GH-GH-GH-GH--!

WITHOUT IT, THAT BOOSTER OVER-LOADS ANY SYSTEM IT WAS MEANT TO ENHANCE!

YOU LOSE.

AND IF THAT'S NOT A CUE...!

PAM

NOW TO--

--HEY! WHERE'D THE TINKERER GO?

MY PRIVATE LAB! B-BUT THE DOORS LOCK AUTOMATICALLY!

NO PROBLEM.

FOONT

ROOM'S EMPTY. WINDOW OPEN. TINKERER WAS OBVIOUSLY SMART ENOUGH TO HAVE SOME SORT OF ESCAPE VEHICLE STASHED!

THE TINKERER GOT AWAY, DOC, BUT KILLER SHRIKE'S DOWN FOR THE COUNT.

AT LEAST *ONE* CRIMINAL WILL GO TO JAIL.

YES. ONE.

OR MAYBE TWO...

AND SOON, AFTER AUTHORITIES HAVE BEEN SUMMONED, AND A GROGGY KILLER SHRIKE IS LED AWAY...

I HAVE TO KNOW, DOC: WHY DID YOU **DO** IT?

YES, I GUESS YOU DESERVE THAT. I'M ASHAMED AS BLAZES, BUT... WELL, ALL THIS HAPPENED BECAUSE DR. EVAN SWANN, HOLDER OF MULTIPLE DEGREES AND UNCOUNTED HONORS.

BO

..NEVER GRADUATED *HIGH SCHOOL!*

WHAT?!

DROPPED OUT WHEN I WAS A TEENAGER. FAMILY ILLNESS, FINANCIAL PROBLEMS. YEARS LATER, I COULDN'T GET A DECENT JOB, SO I **BOUGHT** A DIPLOMA. USED IT TO GET INTO COLLEGE, START A CAREER.

AND EVERYTHING WENT FINE UNTIL THE TINKERER DID SOME CHECKING--AND THREATENED TO **EXPOSE** MY SHAM IF I DIDN'T TURN MY LAB OVER TO HIM!

I WAS AFRAID TO LOSE WHAT I'D WORKED DECADES TO BUILD. NOW...

...I'LL LOSE *EVERY-THING.*

...AND NOW A BRILLIANT CAREER MAY BE OVER. GUESS THAT MAKES ME THE LUCKY ONE.

"WHOOPEE."

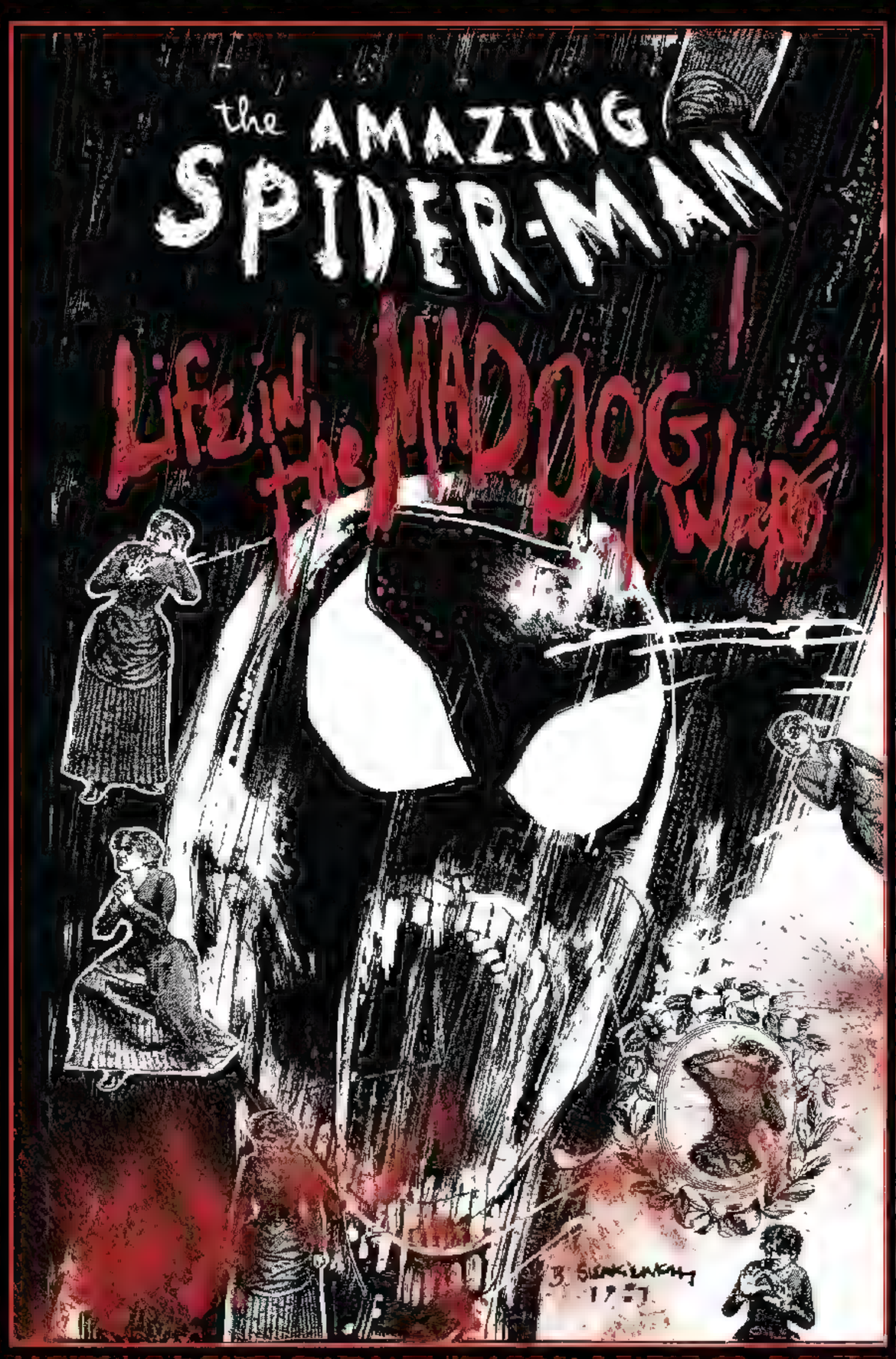
WE BOTH NEEDED DEGREES TO GET THE JOBS WE WANTED. BUT DOC SWANN MADE ONE MISTAKE--

NEXT ISSUE:

INFERNO

FESTERS IN NEW YORK CITY, BRINGING WITH IT THE RETURN OF A *MYSTERIOUS* FOE! DON'T MISS THE ACTION!

AMAZING SPIDER-MAN BY DAVID MICHELINIE & TODD MCFARLANE OMNIBUS HC
COVER AND VARIANT BY TODD MCFARLANE & AVALON'S DAN KEMP



SPIDER-MAN: LIFE IN THE MAD DOG WARD TPB
COVER BY BILL SIENKIEWICZ & NELSON RIBEIRO

the AMAZING SPIDER-MAN®

THERE'S A BOLD, NEW CHALLENGE IN MY LIFE, ONE I'VE NEVER HAD TO FACE BEFORE! MAN! AND I'D THOUGHT I'D SEEN IT *ALL!*

IT SURE COMPLICATES THINGS FOR ME! WHAT WITH THIS ALL-NEW, MYSTERIOUS *HOBGOBLIN* RUNNING AMOK!

NOT TO MENTION THE FACT THAT *DOCTOR OCTOPUS* IS ON THE LOOSE AGAIN! AND, MAYBE THE *SCARIEST* THING OF ALL...

...SOMEONE OR SOMETHING SEEMS TO BE ABLE TO SHORT OUT MY SPIDER-SENSE... AND ATTACK ME AT *WILL!*

SHEESH! SO MUCH ANOMOSITY AIMED AT SUCH A SWEET GUY!

?

I'M ALSO TRYING TO GET A REAL CAREER IN SCIENCE GOING... MAYBE I'LL EVEN GO BACK TO SCHOOL IF I CAN FIND THE TIME!

I'VE REALLY GOT MY HANDS FULL HERE! SO IT'S NO WONDER THAT, IN SPITE OF ALL THE NEW THINGS GOING ON IN MY LIFE, MY *GREATEST* CHALLENGE IS...

...GETTING HOME IN TIME FOR DINNER!

HI, TIGER!

I MEAN, IF *YOU* WERE MARRIED TO MARY JANE WATSON, WOULD *YOU* WANNA BE LATE--?

WRITER: JIM OWSLEY ★ PENCILER: STEVE GEIGER ★ INKER: JACK ABEL

COLORIST: GREGORY WRIGHT • ASSISTANT EDITOR: DWIGHT ZIMMERMAN • EDITOR: JIM SALICRUP

THE SPIDER'S WEB

MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
EDITOR
GLENN HERDLING
ASSISTANT EDITOR

STAN'S SOAPBOX SPECIAL!

So there I was, sitting at my computer in the hallowed hills of Hollywood, when all of a sudden the phone rang.

Before picking it up, I immediately lapsed into my favorite fantasy. "It's probably my big chance! Some world-famous movie director heard that I'm here and wants me to play Rhett Butler in the sequel to Gone With the Wind!" Or, "Schwarzenegger isn't available right now and they're calling me because some macho muscleman is needed to take his place!"

Quickly I grabbed the receiver, telling myself not to sound too eager, determined to mellow it out, play it cool.

And then the bubble burst! It wasn't Speilberg, or Lucas, or even Irving Forbush! No, I realized my daydreams had been all in vain when I heard the dulcet tones of Slim-Jim Salicrup suavely saying, "Hey, Stan, hope I didn't wake ya up!"

Now then, knowing that editors are much too frugal (obviously a metaphor for "cheap") to phone long-distance unless they want something, I tried to disguise my voice, but it was no use. Salicrup is relentless!

"Stan, I want something," sayeth he. (Didn't I tell you?)

I immediately replied in my usual gracious and captivating manner, "Forget it, man! I'm busy!"

But then he struck a low blow.

"You want I should cut off your comic book subscription?"

I knew I was beaten!

Never one to take advantage of a foe when he's down, Jim's voice was considerate and tinged with compassion as he murmered, "I need a column for the 300th Anniversary Issue of the AMAZING SPIDER-MAN! A lot of guys can write it better than you, but *they'd* expect to be paid! You I can afford. So I want you to write it!" Who could turn down a tribute like that?

But then, it hit me!

"Hey WAIT a minnit! I don't believe this! You're not gonna tell me that three hundred issues have gone by since Sturdy Stevey Ditko and I first unleashed the wondrous wall-crawler upon a dazed and defenseless human race? I mean, you're talking twenty-five years!"

"I knew I wasn't talking chopped liver," was his clever retort as Jim slammed down the phone and hung up. Everyone knows he's too soft-hearted for sentimental goodbyes.

So here I am with a column to write and a million memories rushing back to me.

The first memory goes 'way back to the early '60s when I was a humble writer/editor (instead of the humble huckster I am today) and I told my publisher I had an idea for a character named Spider-Man. Did he pat me on the back, leap into the air with unrestrained enthusiasm and give me a raise? Not exactly. He said "Spider-Man? What a bone-headed name! Don't you realize, Lee, that no one likes spiders? And no one wants to read about a teenage hero!" (Peter Parker started as a teenager, remember?) Well, I had to bide my time till we were about to suspend publication of a magazine called AMAZING FANTASY. I sneaked Spidey into the last issue of A.F. because nobody ever cares what you put into the final issue of a mag that's being killed.

And the rest is history! As the Library of Congress and scholars everywhere well know, a few years after Steve Ditko's artwork and co-plotting so brilliantly helped us launch the strip and contributed in such a large measure to its towering success, the great John Romita took up the art chores, thereby insuring that Spidey would continue on his path of glory. After that, the list of fabulous illustrators, led by Gil Kane, Ross Andru and John Buscema, is nearly endless. As for the script-writing, I stayed with the woebegone wall-crawler for the first ten years or so, after which I figured it was time to let some other scriveners keep Mr. Parker wiggling his webs.

But I guess I could never completely divorce myself from our friendly neighborhood web-swinger, which is why I've been writing the Spider-Man newspaper strip for the past decade or so — and now that our hero has gotten married, it'll probably go on forever as we get embroiled in all sorts of nutty new situations and cataclysmic complications!

Oh, by the way, if your local newspaper doesn't carry the daily and Sunday Spidey strip, don't be shy. Write the editor an indignant letter telling him he has no right to keep you and your fellow Spidophiles culturally deprived! You'll probably get results! I mean, what editor would dare mess with the outraged hordes of Marveldom Assembled?!!

But what about this historical anniversary issue, which you now hold in your tremblingly grateful fingers? What about all the trouble that writer David Michelinie and artist Todd McFarlane have gone to, just to dream up a great new villian for you to cherish and marvel at? What about Spidey having to battle a fiendish foe whose powers are the same as his? And what about the fact (this is a little secret I'm sharing with you and you alone!) that the Spider-Man costume will become red and blue, now and forever, from this issue on! (Or at least until ol' Slim-Jim or some other innovative editor decides to make another change, thereby mercilessly confusing you, me, and the rest of the comic book universe!)

And now, before I turn you loose once more to pursue your variegated activities and multifarious interests, we can't possibly end this scintillating little session without mentioning the magnificent, majestic, magniloquent MARVEL MASTERWORKS SERIES, ON SALE NOW (you lucky devil!) in beautiful, eye-popping hardcover editions!

Now look, I'll admit they don't come cheap! They're not the kind of books you can buy with some loose change you have laying around. Admittedly, they cost less than a Ferrari, but they're not what you'd call a casual purchase (unless your name happens to be Irving Casual, but that's another story!). However, no serious Marvel fanatic, no enterprising comic book collector, no truly perceptive student of contemporary illustrated literature and sociological currents can afford to be without them! True, you may have to give up a luxury or two, like eating and having a roof over your head, but what a small price to pay for a set of deluxe volumes of marvel's earliest masterpieces — of the stories and illustrations that set the style for generations to come!

The Spider-Man edition of MARVEL MASTERWORKS actually includes the now-legendary AMAZING FANTASY #15, the first appearance ever of the world's favorite wall-crawler, plus the next ten issues of AMAZING SPIDER-MAN for you to read, relish and rejoice with!

Of course, there are also Masterwork editions of *The Fantastic Four* and the *X-Men*, but hey, let 'em do their own sales pitch in their own mags, right? I mean, you bought Spidey, you get Spidey — all the way!

Well, I figure I've bent your pointy little ears long enough. However, if you're a glutton for punishment and you're panting for even more of the same pandemonious prose, latch onto a copy of MARVEL AGE MAGAZINE #63. In my column there , I plan to tell you more than you've ever wanted to know about the Spidey newspaper strip — and to reveal, for the first time anywhere, why in the name of Aunt Petunia I call my merry little monograph a "soapbox"!

So, till we meet again on Spidey's fiftieth anniversary, face front, hang by your thumbs, keep thy webs untangled, and — wherever you go, whatever you do, keep marching with Marvel! We hate to travel alone! 'Nuff said!

(And if there are any cliches I've omitted, catch me next time around!)

Excelsior!

Stan

MARVEL FANFARE #37 PINUP BY ARTHUR ADAMS

1988 POSTER BY TODD MCFARLANE

When I was a kid, most of my friends wanted to be cowboys, astronauts or swivel-hipped rock stars when they grew up. But I was weird--I wanted to be a writer. And though I read tons of comics (what red-blooded 10-year-old didn't?), I never considered making them my life's work. Heck, I didn't even realize people actually *wrote* the things! There were no creator credits back then, so I really didn't think much about where comics came from. I guess I figured some faceless publisher in New York pushed a button on a machine and comics poured out. I just read them, dug them and went out to play. Life was simple. Until something unexpected happened.

I grew up.

Bowing to peer pressure when I entered high school, I tossed my comics collection and determined to become that mysterious and magical thing called an "adult." And comic books were kid stuff, right? So years passed, with girls, college and other grown-up pursuits filling them. Then, when I was twenty and secure in my maturity, I was stunned to discover that a friend a year older had a literal trunkful of (you gotta be kidding) comic books! He showed me an issue of *Amazing Spider-Man* and explained how the title character, a high school nerd named Peter Parker, was like an actual person, not some godlike muscleman from another planet who never made mistakes. I smiled indulgently and changed the subject. Still, I was intrigued. So on a whim I picked up a copy at a local convenience store and read it.

Whoa...!

It was like someone mainlined an entire universe of possibilities straight into my brain. I mean, here was this guy who lived in the real world, who had school problems, money problems, family problems, just like me! (Well, like me if I'd been bitten by a radioactive spider and could climb walls and stuff.) I wouldn't have been surprised if he spent an entire issue fighting a villain called Captain Acne!

I was hooked and went on to devour *Sub-Mariner*, *Silver Surfer*, *Captain America*, all the rest. But Spider-Man started it all. I knew then that people actually wrote comics, and I wanted to write them myself. So some time later, when I had an opportunity to submit a story to a comics publisher, Spidey was sitting on my shoulder as I typed. That story sold; I was a writer at last. (And I can't help but wonder how many of my boyhood chums became cowboys, astronauts or swivel-hipped rock stars. Nyah-nyah!)

I eventually landed at Marvel and had a great time writing *Iron Man, Avengers* and others. But the Big Moment came when editor Jim Owsley offered me the regular writing gig on *Web of Spider-Man.* Here was the character that had ushered in my second childhood and given me a career, and now I was going to write his adventures every month! Could life get any better? Well, yes, as a matter of fact it could. Because a year or two later I was shifted over to *Amazing Spider-Man*, the original Spidey book. And it doesn't get any better than that.

Of course, there were a few bumps in the road along the way. One of the first things I was asked to do when I took over *Amazing* was to marry Peter Parker to his longtime girlfriend, Mary Jane Watson. Talk about a game changer! The Spider-Man I'd always read and wanted to write was a single guy, a student struggling to make ends meet while saving the world and trying to find his place in it. I'd had no experience writing a married character (or being one in real life, for that matter) and lobbied against this major alteration. But the editor was bigger than me, so he (and Marvel) prevailed. Stuck with a totally new set of circumstances, I decided to make the best of it and do something fairly unusual in comics at the time: create a successful mixed marriage. The Vision and Scarlet Witch were a contented couple, and I believe Mr. Fantastic and the Invisible Girl were happily hitched by then. But they were all costumed crimefighters. Mary Jane was a civilian: could she and an evil-battling super hero make a domestic relationship work? And more importantly, could I make it work?

Yep. I was surprised to find that I was having a great time writing Mr. & Mrs. Spider-Man. The challenges were new, and I think that helped keep the story lines fresh. Sure, I put MJ in danger, as might be expected. But instead of having her super-spouse save her, I had Mary Jane get out of trouble by her own actions--and then help pull Spidey's fat out of the fire! (And, yes, I actually cackled as I plotted that story arc.)

Other fun things happened along the way. I'd been setting up a new villain in *Web*, and when *Amazing* editor Jim Salicrup wanted something special for issue #300, I modified my bad guy's origin to fit current continuity, and Venom was born. He was a villain whose motivation was simple: all he wanted was to kill Spider-Man. "Oh, what a cliche!" you say? Not so. Think about it: did other villains (with the possible exception of Kraven the Hunter) actually seek out Spider-Man? Uh-uh. They just wanted to commit their crimes and get away. They didn't even want to see Spidey. The only reason they fought the web-slinger was because he came after them. Venom's goal was pure and made him a true Spidey-specific villain: he existed only to kill Spider-Man, and once that goal was achieved, the black-and-white (in more ways than one) villain would go away. And apparently such back-to-basics simplicity was popular with readers--I have a closet full of action figures, toys and Venom Underoos to prove it!

Another cool thing that happened was when Jim Salicrup suggested a relative newcomer to pencil *Amazing*: Todd McFarlane. Jim showed me some art samples and I said, "Yeah, this guy could be pretty good." Yeesh! Talk about an understatement! Todd brought something new to the character and, as it turned out, something lasting to comics as a whole.

His style might be called, for want of a technical label, "real-world cartoony." The look he developed wasn't photorealistic, but let's face it: Spider-Man isn't a realistic character. I mean, how many New Yorkers have actually seen a guy in spider-motif spandex swinging between skyscrapers? But what Todd brought to the visuals was ultimately more important than realism--he added believability. Spider-Man's webbing no longer looked like it came from an aerosol can anyone could buy at the supermarket; it was gnarled and stringy, like something that might have spewed from, say, homemade web-shooters tinkered together by a brilliant teenager in his basement. And the characters...no, they didn't look like they were drawn from life models, but they had, in a word, personality.

You could believe there really might be a woman like May Parker out there somewhere, with a troubled but noble nephew named Peter. You could believe a young man with irradiated blood could contort himself into spiderlike positions while swinging from a webline or skittering up a wall. Both good guys and bad came across as people you might bump into turning a corner on any given day. Todd's visual take on Spider-Man was both innovative and breathtakingly exciting and has influenced an entire generation of graphic storytellers. It also made putting dialogue to his pictures one of the most satisfying experiences of my career.

So now you know how some of the tales in this volume came about and how I came to write them. The artists, editors, letterers and colorists all gave their best to make these stories entertaining. And if you get a kick out of reading them, we can all go to sleep with smiles on our faces. Especially me. Because if it wasn't for a certain red-and-blue wall-crawler, I wouldn't be writing these words today.

Thanks, Spidey.

David Michelinie

April 2011

AFTERWORD BY RALPH MACCHIO

You just witnessed a seminal event in the history of the good old Marvel Universe: the birth of Venom in *Amazing Spider-Man #300*. It's difficult to think of a more impactful character introduction in the web-spinner's title, with the possible exception of Carnage or the Punisher. If you look at the current output of Marvel books, you'll see just how pervasive our cuddly alien beasty, with a tongue long enough to make Gene Simmons jealous, has become. We've got Venomaniacs all over the place! Our swingin' symbiote had hit series after series devoted to his slithery exploits, with absolutely no letup in sight. The vicious Venom tide sweeps all before it.

Still, there are those few naysayers who feel that Spidey's villains' gallery has been spoiled by the inclusion of an alien, an entity who has no business in the Earthbound adventures of your Friendly Neighborhood Spider-Man. However, I think Venom has been effectively integrated into web-head's mythos. I've always thought it was a neat idea to sort of sneak him into Peter Parker's life via the alien costume he received on the *Secret Wars* Battleworld. It was effective and a bit creepy. What Spidey thought was just another costume turned out to be an actual living being, grafting itself onto the web-slinger. Yuck! Regardless of his icky nature, Venom just took on a life of his own, repeatedly appearing in the pages of Amazing Spider-Man and its offshoots. I think he may have reached his apotheosis in the "Planet of the Symbiotes" story, which presented an actual invasion of Venoms on our hapless planet.

Many people say the most memorable super villains are those who have a personal connection to the hero. On first blush, you might think that would not be possible with an alien symbiote, of all things. And that's why David Michelinie and Todd McFarlane delivered a masterstroke with the Eddie Brock connection. Having the creature graft itself onto a reporter who believed Peter Parker ruined his career was such a good bit of business, giving the venomous one exactly the personal connection it needed. Bravo! It also became highly personal when the first time we get a glimpse of Venom, he's menacing Peter's beautiful wife, Mary Jane.

Of course, conceptualizing a character and actually bringing him/her to life are very different things. Luckily, the renowned duo of Michelinie and McFarlane were just the right gents for the job. David is well-known for his stellar runs on both *Avengers* and *Iron Man*. Joining forces with the multitalented Todd notched his game even higher. After all, how could you not be inspired to give your very best scripting after seeing the McFarlane pages in front of you? David definitely got the subtle dynamics of the relationship between MJ and her hubby, Peter. That's crucial to writing a good Spider-Man comic. He layers the couple's scenes with underlying meaning. It isn't easy for a husband to deal with a wife who's a gorgeous supermodel, making scads of money, while you're a struggling part-time newspaper photographer. Michelinie deftly delves into that with rich emotional resonance. While many readers never really approved of the marriage of Peter and MJ, David tackles the relationship without flinching, much to his credit.

Todd McFarlane is a name that has become legendary throughout comicdom. Although his breakthrough assignment was the *Incredible Hulk*, it was on *Amazing Spider-Man* that he secured his stratospheric status. Although I have always been a partisan of Steve Ditko's visual interpretation of Spidey's wondrous webbing, there is no doubt that Mr. McFarlane's unique rendering of same became the modern standard. Spider-Man's acrobatic body language and his costume's enlarged eyes all became Todd trademarks. And let's not forget his pinup-worthy pictures of supermodel Mary Jane Parker. Wow! I remember striking up a phone friendship with Todd during his tenure on *Amazing Spider-Man*. He was an engaging conversationalist and I always encouraged him to really leave his visual stamp on the hero, his supporting cast and stupendous menagerie of super villains. I needn't have bothered. He did it in a big way. It's not surprising that Venom became such a prominent baddie in the Marvel Universe when you consider his creative parentage. All the elements came together with David and Todd at the helm. They defined this particular period in the web-slinger's always-interesting life. You lucky people have had the opportunity to savor a small chunk of it here.

Among the many gems in this little treasure chest are superb pieces written by the noteworthy scribe Ann Nocenti and drawn by the redoubtable Cynthia Martin. Ann wrote several years' worth of sublime *Daredevil* stories I was thrilled to edit. She was an infrequent Spider-Man scripter, though she is well represented in this volume. I'm certain you were struck by the truly offbeat nature of Ann's entries. Offbeat is very much a Nocenti trademark. Ann is always able to discover story avenues that take the reader to unexpected, often uncomfortable places. She is bold and challenging as a writer, never taking the predictable route in her work. In less-capable hands, "Life in the Mad Dog Ward" could have turned into a lurid account instead of the stunning, involving piece of prose you perused. Perfectly complementing Ann's story is the clean, clear artistry of

Cynthia Martin. What a great team they made. The real topper in the Annual are those surrealistic covers by my old buddy Bill Sienkiewicz. Each of these three powerful illustrations perfectly encapsulates the psychological horror that awaits you within the issue.

Speaking of horror, you may have noticed some echoes of the film *One Flew Over the Cuckoo's Nest*, though I don't know if that was intentional on Ann's part. Something else I wanted to draw your attention to is that Peter in his Battleworld Spider-Man regalia only shows up for a few pages at the end of the first issue in this trilogy. The fascinating part is I would wager you didn't miss the super hero shenanigans one iota. That's literary legerdemain at its finest, folks.

Let me close this cogent commentary on these classic tales with a few words about the *Amazing Spider-Man Annual* reprinted herein. "The Evolutionary War," of which this story is a part, was the big crossover event of 1988, featuring the Lee/Kirby creation the awesome High Evolutionary as the prime mover. For me, the most enchanting aspect of this Annual was the sparkling appearance of a very unlikely super hero—Speedball. What a crazy character, co-created by Tom DeFalco and one of the original architects of the Marvel Universe, Steve Ditko. What a kick it was to see poor Robbie Baldwin desperately trying to control the speedball effect as he caromed off walls, hoping that he would eventually hit the target. In a terrifying age of Venom, Carnage, Punisher and all the others of their dark, foreboding ilk, it was so refreshing to encounter this well-intentioned teenager with the nuttiest super-power imaginable. And having a separate Speedball story plotted and penciled by Steve Ditko was the icing on the cake. I remember being at lunch with Tom D. and Mark Gruenwald as Tom was figuring out what to call his new hero. If I recall correctly, he came up with the moniker the Blue Bouncer as a placeholder until a final name popped into his head. I'm pleased you had some exposure to our ricocheting Masked Marvel. He is a welcome, lighthearted figure gracing these pages.

It was a treat getting the chance to reread these superlative Spider-Man stories before penning this piece and knowing that a new generation is getting the chance to experience the formative appearances of Venom, Speedball, Silver Sable and others. I'm always amazed at the endless possibilities these creations present to writers and pencilers. You've been able to march through an era with this timely tome. I hope you enjoyed it and will also pick up the current adventures of many of the participants. It won't be long before we'll be reprinting those, too. So save up those shekels, Believer. Lots more to come.

Ralph Macchio

Ralph Macchio spent over 35 years at Marvel, starting as an assistant editor and later writing Avengers, Thor *and many others. As editor, he oversaw books across the Marvel line, including shepherding the Ultimate line into existence, and editing all of Stephen King's Marvel adaptations.*

The web-slinger may survive a mind-bending glimpse at life in the Mad Dog Ward, a run-in with Doctor Octopus and a Chance encounter. But the lives of Peter Parker and new bride Mary Jane will be turned upside down when his former symbiotic costume and disgraced reporter Eddie Brock combine their mutual hatred of Spider-Man to become… Venom! In time for adventures with Silver Sable and Sandman, Spidey returns to the ol' red-and-blues — but nobody ever drew them like Todd McFarlane! The cunning Fox and the calculating Chameleon await. Styx and Stone will break some bones, and Killer Shrike can hurt you, too. But who kidnaps MJ? Plus: The heroic debut of Speedball!

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